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

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

HARMONY BIOSCIENCES HOLDINGS, 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)

82-2279923
(I.R.S. Employer
Identification Number)

**630 W. Germantown Pike, Suite 215
Plymouth Meeting, PA 19462
Telephone: (484) 539-9800**

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

John C. Jacobs
President and Chief Executive Officer
Harmony Biosciences Holdings, Inc.
630 W. Germantown Pike, Suite 215
Plymouth Meeting, PA 19462
Telephone: (484) 539-9800

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

Copies to:

Christopher D. Lueking, Esq.
Latham & Watkins LLP
330 North Wabash Avenue, Suite 2800
Chicago, IL 60611
Telephone: (312) 876-7700

Stephanie Wisdo
General Counsel
Harmony Biosciences Holdings, Inc.
630 W. Germantown Pike, Suite 215
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Telephone: (484) 539-9800

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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, or Securities Act, 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. 333-240122

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 Securities Exchange Act of 1934, as amended.

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(2)	Proposed maximum aggregate offering price(1)	Amount of registration fee(3)
Common stock, \$0.00001 par value per share	802,325	\$24.00	\$19,255,800	\$2,499.40

- (1) Represents only the additional number of shares being registered, which includes the 104,651 additional shares that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-240122).
- (2) Based on the public offering price.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, based on the proposed maximum aggregate offering price. The Registrant previously registered securities with an aggregate offering price not to exceed \$123,023,251 on a Registration Statement on Form S-1, as amended (File No. 333-240122), which was declared effective by the Securities and Exchange Commission on August 18, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$19,255,800 are hereby registered, which includes the additional shares that the underwriters have the option to purchase.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (“**Securities Act**”), Harmony Biosciences Holdings, Inc. (“**Registrant**”) is filing this Registration Statement on Form S-1 (this “**Registration Statement**”) with the Securities and Exchange Commission (“**Commission**”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-240122), as amended (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on July 27, 2020, and which the Commission declared effective on August 18, 2020.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock reflected in the Prior Registration Statement by 802,325 shares, which includes 104,651 shares of common stock that may be sold pursuant to the underwriters’ option to purchase additional shares. 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 Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are incorporated by reference into this Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

PART II
Information Not Required in Prospectus

Item 16. Exhibits

The following documents are filed as exhibits to this Registration Statement, and all other exhibits previously filed as exhibits to the Prior Registration Statement are incorporated by reference into, and shall be deemed to be a part of, this filing.

EXHIBIT INDEX

Exhibit Number	Description
5.1*	<u>Opinion of Latham & Watkins LLP (incorporated by reference to Exhibit 5.1 filed on August 12, 2020 with the Prior Registration Statement).</u>
23.1	<u>Consent of Deloitte & Touche LLP, 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 Exhibit 24.1 filed on July 27, 2020 with the Prior Registration Statement).</u>

* Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 City of Plymouth Meeting, State of Pennsylvania, on August 18, 2020.

HARMONY BIOSCIENCES HOLDINGS, INC.

By: /s/ John C. Jacobs
John C. Jacobs
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this 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/ John C. Jacobs</u> John C. Jacobs	President, Chief Executive Officer and Director (Principal Executive Officer)	August 18, 2020
<u>/s/ Susan L. Drexler</u> Susan L. Drexler	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 18, 2020
<u>*</u> Jeffrey S. Aronin	Chairman of the Board	August 18, 2020
<u>*</u> Antonio Gracias	Director	August 18, 2020
<u>*</u> Jack Bech Nielsen	Director	August 18, 2020
<u>*</u> Juan A. Sabater	Director	August 18, 2020
<u>*</u> Gary Sender	Director	August 18, 2020
<u>*</u> Dr. Andreas Wicki	Director	August 18, 2020
*By: <u>/s/ John C. Jacobs</u> John C. Jacobs Attorney-in-Fact		August 18, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 10, 2020 (August 12, 2020 as to the effects of the reverse stock split discussed in Note 17), relating to the financial statements of Harmony Biosciences Holdings, Inc., appearing in Registration Statement No. 333-240122 on Form S-1 of Harmony Biosciences Holdings, Inc. We also consent to the reference to us under the heading “Experts” in Registration Statement No. 333-240122 on Form S-1.

/s/ Deloitte & Touche LLP

Chicago, Illinois
August 18, 2020