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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT NO: 333-269272
UNDER
THE SECURITIES ACT OF 1933**

DISC MEDICINE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

85-1612845
(I.R.S. Employer
Identification Number)

**321 Arsenal Street, Suite 101
Watertown, MA 02472
(617) 674-9274**

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

**John Quisel, J.D., Ph.D.
Chief Executive Officer
Disc Medicine, Inc.
321 Arsenal Street, Suite 101
Watertown, MA 02472
(617) 674-9274**

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

Copies to:

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**Rahul Khara
General Counsel
Disc Medicine, Inc.
321 Arsenal Street, Suite 101
Watertown, MA 02472
(617) 674-9274**

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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.

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

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.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE AND DEREGISTRATION OF SECURITIES

On January 18, 2023, Disc Medicine, Inc., a Delaware corporation (the “**Registrant**”) filed a registration statement on Form S-3 (Registration No. 333-269272) (the “**Registration Statement**”) with the Securities and Exchange Commission, or the SEC, to register for sale up to \$300,000,000 in aggregate principal amount of an indeterminate of the Registrant’s common stock, preferred stock, debt securities, warrants and/or units. The Registration Statement was declared effective by the SEC on January 24, 2023. The Registrant is filing this Post-Effective Amendment No. 1 to withdraw and remove from registration the remaining securities that were registered on the Registration Statement.

The Registrant has terminated any and all offerings of its securities pursuant to the Registration Statement. In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities registered under the Registration Statement that remain unsold at the termination of the offerings, the Registrant hereby removes from registration all securities of the Registrant registered but unsold under the Registration Statement, if any, as of the date hereof. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Watertown, State of Massachusetts, on December 5, 2023.

DISC MEDICINE, INC.

By: /s/ John Quisel

Name: John Quisel, J.D., Ph.D.

Title: Chief Executive Officer

No other person is required to sign this Post-Effective Amendment No. 1 in reliance upon Rule 478 under the Securities Act of 1933, as amended.