

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

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

FS Development Corp.
(Exact name of registrant as specified in its charter)

Delaware	6770	85-1612845
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

**600 Montgomery Street, Suite 4500
San Francisco, California 94111
(415) 877-4887**

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

**Jim Tananbaum
Chief Executive Officer
600 Montgomery Street, Suite 4500
San Francisco, California 94111
(415) 877-4887**

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

Copies to:

**Joel L. Rubinstein
Colin J. Diamond
Daniel E. Nussen
White & Case LLP
1221 Avenue of the Americas
New York, New York 10020
Tel: (212) 819-8200**

**Gregg A. Noel
Michael J. Mies
Skadden, Arps, Slate, Meagher & Flom LLP
525 University Avenue, Suite 1400
Palo Alto, California 94301
Tel: (650) 470-4500**

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 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. 333-240098)

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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>
	Emerging growth company <input checked="" type="checkbox"/>

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 Security Being Registered	Amount Being Registered	Proposed Maximum Offering Price per Security⁽¹⁾	Proposed Maximum Aggregate Offering Price⁽¹⁾	Amount of Registration Fee⁽⁴⁾
Shares of Class A common stock, par value \$0.0001 per share ⁽²⁾ (3)	575,000 Shares	\$ 10.00	\$ 5,750,000	\$ 747.00

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- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Includes 75,000 shares of Class A common stock, which may be issued upon exercise of a 45-day option granted to the underwriters to cover over-allotments, if any.
- (3) Pursuant to Rule 416 under the Securities Act, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (4) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$115,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-240098), which was declared effective by the U.S. Securities and Exchange Commission on August 11, 2020. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$5,750,000 is hereby registered, which includes securities issuable upon the exercise of the underwriters' over-allotment option.

The 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

This Registration Statement on Form S-1 is being filed with respect to the registration of 575,000 additional shares of Class A common stock, \$0.0001 par value per share, of FS Development Corp., a Delaware corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction V to Form S-1, including 75,000 shares that may be purchased by the underwriters to cover over-allotments, if any. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-240098) (the “Prior Registration Statement”), initially filed by the Registrant on July 24, 2020 and declared effective by the U.S. Securities and Exchange Commission (the “Commission”) on August 11, 2020. The required opinions of counsel and related consent and accountant’s consent are attached hereto and filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.* All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1, as amended (SEC File No. 333-240098), are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following exhibits are being filed herewith:

EXHIBIT INDEX

Exhibit No	Description
5.1	Opinion of White & Case LLP.
23.1	Consent of WithumSmith+Brown, PC.
23.2	Consent of White & Case LLP (included on Exhibit 5.1).
24	Power of Attorney (included on signature page to the Registrant's Prior Registration Statement filed on July 24, 2020).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Francisco, CA, on the 11th day of August, 2020.

FS DEVELOPMENT CORP.

By: /s/ Dennis Ryan

Dennis Ryan
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Position	Date
<u>*</u> Jim Tananbaum	President, Chief Executive Officer and Director (Principal Executive Officer)	August 11, 2020
<u>/s/ Dennis Ryan</u> Dennis Ryan	Chief Financial Officer (Principal Financial and Accounting Officer)	August 11, 2020
<u>*</u> Michael Rome	Vice President and Director	August 11, 2020
<u>*</u> Vikram Bajaj	Director	August 11, 2020

*By: /s/ Dennis Ryan
Dennis Ryan
Attorney-in-Fact

August 11, 2020

FS Development Corp.
600 Montgomery Street, Suite 4500
San Francisco, California 94111

White & Case LLP
1221 Avenue of the Americas
New York, NY 10020-1095
T +1 212 819 8200

whitecase.com

Ladies and Gentlemen:

We have acted as New York counsel to FS Development Corp., a corporation organized under the laws of Delaware (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), of a registration statement on Form S-1 (File No. 333-240098) (the "Rule 462(b) Registration Statement") relating to the registration under the Securities Act of the offer and sale by the Company of 575,000 shares of the Company's Class A common stock, par value \$0.0001 per share (the "Common Stock"), including up to 75,000 shares of Common Stock which may be purchased from the Company upon the exercise of the over-allotment option to purchase additional shares as set forth in the Underwriting Agreement (as defined below). The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-1, as amended (File No. 333-240098) (the "Registration Statement"), initially filed by the Company on July 24, 2020 and declared effective by the Commission on August 11, 2020.

This opinion letter is rendered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus, any prospectus filed pursuant to Rule 424(b) with respect thereto or the 462(b) Registration Statement, other than as expressly stated herein with respect to the issuance of the shares of Common Stock.

In connection with our opinion expressed below, we have examined originals or copies certified or otherwise identified to our satisfaction of the following documents and such other documents, corporate records, certificates and other statements of government officials and corporate officers of the Company as we deemed necessary for the purposes of the opinion set forth in this opinion letter:

- (a) the Registration Statement and the 462(b) Registration Statement;
 - (b) the form of underwriting agreement to be entered into between the Company and the representative on behalf of each of the several underwriters named in Schedule A thereto, filed as Exhibit 1.1 to the Registration Statement (the "Underwriting Agreement");
 - (c) the specimen Common Stock certificate, filed as Exhibit 4.1 to the Registration Statement;
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August 11, 2020

- (d) a copy of the Certificate of Incorporation of the Company, certified by the Secretary of State of the State of Delaware on June 25, 2020, filed as Exhibit 3.1 to the Registration Statement;
- (e) a copy of the Certificate of Amendment to the Certificate of Incorporation of the Company, certified by the Secretary of State of the State of Delaware on June 29, 2020, filed as Exhibit 3.2 to the Registration Statement;
- (f) the Amended and Restated Certificate of Incorporation of the Company to be in effect immediately prior to the consummation of the offering of the shares of Common Stock, a form of which is filed as Exhibit 3.3 to the Registration Statement (the “Amended Certificate of Incorporation”);
- (g) a copy of the Bylaws of the Company as in effect on August 11, 2020, filed as Exhibit 3.4 to the Registration Statement;
- (h) copies of Resolutions of the Board of Directors of the Company adopted on June 30, 2020 and July 24, 2020; and
- (i) a copy of a certificate of the Secretary of State of the State of Delaware, dated the date hereof, certifying the existence and good standing of the Company under the laws of the State of Delaware.

We have relied, to the extent we deem such reliance proper, upon such certificates or comparable documents of officers and representatives of the Company and of public officials and upon statements and information furnished by officers and representatives of the Company with respect to the accuracy of material factual matters contained therein which were not independently established by us. In rendering the opinion expressed below, we have assumed, without independent investigation or verification of any kind, the genuineness of all signatures on documents we have reviewed, the legal capacity and competency of all natural persons signing all such documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to authentic, complete original documents of all documents submitted to us as copies, the truthfulness, completeness and correctness of all factual representations and statements contained in all documents we have reviewed, the accuracy and completeness of all public records examined by us, and the accuracy of all statements in certificates of officers of the Company that we reviewed. In addition, in rendering the opinions expressed below, we have assumed that the Registration Statement has been declared effective by the Commission and such effectiveness shall not have been terminated or rescinded.

Based upon the foregoing assumptions and assumptions set forth below, and subject to the qualifications and limitations stated herein, having considered such questions of law as we have deemed necessary as a basis for the opinion expressed below, we are of the opinion that:

1. When the 462(b) Registration Statement becomes effective under the Securities Act, the Amended Certificate of Incorporation has been filed with the Secretary of State of the State of Delaware and the shares of Common Stock have been delivered by the Company pursuant to the Underwriting Agreement against the payment of the consideration set forth in the Underwriting Agreement, the shares of Common Stock will be validly issued, fully paid and nonassessable.

The opinion expressed above is limited to questions arising under the law of the State of New York and the Delaware General Corporation Law. We do not express any opinion as to the laws of any other jurisdiction.

August 11, 2020

This opinion letter is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. This opinion letter is provided solely in connection with the distribution of the shares of Common Stock pursuant to the Registration Statement and is not to be relied upon for any other purpose.

The opinion expressed above is as of the date hereof only, and we express no opinion as to, and assume no responsibility for, the effect of any fact or circumstance occurring, or of which we learn, subsequent to the date of this opinion letter, including, without limitation, legislative and other changes in the law or changes in circumstances affecting any party. We assume no responsibility to update this opinion letter for, or to advise you of, any such facts or circumstances of which we become aware, regardless of whether or not they affect the opinion expressed in this opinion letter.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the 462(b) Registration Statement and to the reference to our firm as counsel for the Company that has passed on the validity of the shares of Common Stock appearing under the caption "Legal Matters" in the prospectus forming part of the Registration Statement or any prospectus filed pursuant to Rule 424(b) with respect thereto. In giving this consent, we do not thereby 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 thereunder.

Very truly yours,

/s/ White & Case LLP

JR:CD:RB:DN:KW:JL

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1, of our report dated July 24, 2020, relating to the balance sheet of FS Development Corp. as of June 30, 2020, and the related statements of operations, changes in stockholder's equity and cash flows for the period from June 25, 2020 (inception) through June 30, 2020, appearing in Amendment No. 1 to the Registration Statement on Form S-1, File No. 333-240098 and to the reference to our Firm under the caption "Experts" in the Prospectus.

/s/ WithumSmith+Brown, PC

New York, New York
August 11, 2020