

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

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

**BioAtla, 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)

**85-1922320**  
(I.R.S. Employer  
Identification Number)

**11085 Torreyana Road  
San Diego, California 92121  
(858) 558-0708**

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

**Jay M. Short, Ph.D.**  
**Chairman and Chief Executive Officer**  
**BioAtla, Inc.**  
**11085 Torreyana Road**  
**San Diego, California 92121**  
**(858) 558-0708**

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

*Copies to:*

**David Schulman, Esq.**  
**David Rosenthal, Esq.**  
**Dechert LLP**  
**1900 K Street, N.W.**  
**Washington, D.C 20006-1110**  
**(202) 261-3300**

**William Fogg, Esq.**  
**Michael Mariani, Esq.**  
**Cravath, Swaine & Moore LLP**  
**Worldwide Plaza**  
**825 Eighth Avenue**  
**New York, NY 10019**  
**(212) 474-1000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (333-250093)

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. (Check one):

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.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)(3)
Common Stock, \$0.0001 par value per share	1,265,000	\$18.00	\$22,770,000	\$2,484.21

- (1) Represents only the additional number of shares being registered and includes 165,000 additional shares of common stock 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. 333-250093).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.
- (3) The registrant previously registered 10,810,000 shares of its common stock with an aggregate offering price not to exceed \$183,770,000 on a Registration Statement on Form S-1 (File No. 333-250093), which was declared effective by the Securities and Exchange Commission on December 15, 2020. In accordance with Rule 462(b) under the Securities Act, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$22,770,000 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

\_\_\_\_\_

**This 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

This Registration Statement on Form S-1 (this “Registration Statement”) is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by BioAtla, Inc. (the “Registrant”) by 1,265,000 shares, 165,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. 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 Registration Statement on [Form S-1](#), as amended (File No. 333-250093) (the “Prior Registration Statement”). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	<a href="#"><u>Opinion of Dechert LLP</u></a>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm</u></a>
23.2	<a href="#"><u>Consent of Dechert LLP (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (included on page II-8 of the Registration Statement on Form S-1 (File No. 333-250093), filed with the Securities and Exchange Commission on November 13, 2020 and December 8, 2020 and incorporated herein by reference)</u></a>

## Signatures

Pursuant to the requirements of the Securities Act, 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 Diego, State of California, on the 15<sup>th</sup> day of December, 2020.

### BIOATLA, INC.

By: /s/ Jay M. Short  
Jay M. Short, Ph.D.  
Chief Executive Officer

Pursuant to the requirements of the Securities Act, this registration statement 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/ Jay M. Short</u> Jay M. Short, Ph.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	December 15, 2020
<u>/s/ Richard A. Waldron</u> Richard A. Waldron	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	December 15, 2020
<u>*</u> Scott Smith	President and Director	December 15, 2020
<u>*</u> Priyanka Belawat, Ph.D.	Director	December 15, 2020
<u>*</u> Guy Levy	Director	December 15, 2020
<u>*</u> Lawrence Steinman	Director	December 15, 2020
<u>*</u> Mary Ann Gray, Ph.D.	Director	December 15, 2020
<u>*</u> Susan Moran, M.D.	Director	December 15, 2020
<u>*By: /s/ Jay M. Short</u> Jay M. Short, Ph.D. Attorney-in-Fact		



1095 Avenue of the Americas  
New York, NY 10036-6797  
+1 212 698 3500 Main  
+1 212 698 3599 Fax  
www.dechert.com

---

December 15, 2020

BioAtla, Inc.  
11085 Torreyana Road  
San Diego, California 92121

Re: REGISTRATION STATEMENT ON FORM S-1

Ladies and Gentlemen:

We have acted as counsel to BioAtla, Inc. a Delaware corporation (the "Company"), in connection with the filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-1 (the "Registration Statement") pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended (the "Securities Act"), covering an underwritten public offering of up to 1,265,000 shares of the Company's common stock, par value \$0.0001 per share, all of which will be sold by the Company (the "Securities"), and which includes up to 165,000 shares that may be sold pursuant to the exercise of an option to purchase additional shares. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (File No. 333-250093), which was declared effective on December 15, 2020 (the "Prior Registration Statement"), including the prospectus which forms a part of the Prior Registration Statement.

This opinion (the "Opinion") is being furnished to the Company in connection 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 other than as expressly stated herein with respect to the Securities.

As your counsel, we have examined such documents and such matters of fact and law that we have deemed necessary for the purpose of rendering the Opinion expressed herein. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as original documents, and the conformity to original documents of all documents submitted to us as copies, the legal capacity of natural persons who are signatories to the documents examined by us, and the legal power and authority of all persons signing on behalf of parties (other than the Company) to all documents.

Based on the foregoing, we advise you that, in our opinion, when the Securities have been duly issued and delivered against payment therefor in accordance with the

terms of the Underwriting Agreement referred to in the prospectus that is a part of the Prior Registration Statement, the Securities will be validly issued, fully paid and non-assessable.

We are members of the Bar of the State of New York and the foregoing Opinion is limited to the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to the reference to our name under the caption "Legal Matters" in the prospectus that is a part of the Prior Registration Statement, which is incorporated by reference into the Registration Statement. In giving this 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 of the Commission thereunder.

Very truly yours,

/s/ Dechert 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 Rule 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 October 5, 2020 (except for the last paragraph of Note 12, as to which the date is December 8, 2020), with respect to the consolidated financial statements of BioAtla, Inc. included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-250093) and related Prospectus of BioAtla, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

San Diego, California  
December 15, 2020