

ACCELERON PHARMA INC
Form S-1MEF
January 22, 2014

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As filed with the Securities and Exchange Commission on January 22, 2014

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ACCELERON PHARMA 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)
128 Sidney Street
Cambridge, MA 02139
(617) 649-9200

27-0072226
(I.R.S. Employer
Identification Number)

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

John L. Knopf, Ph.D.
Chief Executive Officer and President
128 Sidney Street
Cambridge, MA 02139
(617) 649-9200

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

Copies to:

Marc Rubenstein, Esq.
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199
(617) 951-7000

John D. Quisel, Ph.D., Esq.
Vice President,
General Counsel and Secretary
Acceleron Pharma Inc.
128 Sidney Street
Cambridge, MA 02139
(617) 649-9200

Jonathan L. Kravetz, Esq.
Brian P. Keane, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky
and Popeo, P.C.
One Financial Center
Boston, MA 02111
(617) 542-6000

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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. 333-193252

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

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)
Common Stock, \$0.001 par value	460,000	\$50.00	\$23,000,000	\$2,963

(1) Represents only the additional number of shares being registered and includes 60,000 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-193252).

(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. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$115,000,000 on a Registration Statement on Form S-1 (File No. 333-193252), which was declared effective by the Securities and Exchange Commission on January 22, 2014. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$23,000,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

The 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 is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form S-1 (File No. 333-193252) filed by Acceleron Pharma Inc. with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on January 22, 2014, are incorporated by reference into this Registration Statement.

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

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 the city of Cambridge, Commonwealth of Massachusetts, on January 22, 2014.

ACCELERON PHARMA INC.

By: /s/ JOHN KNOPF, PH.D.

 John L. Knopf, Ph.D.
Chief Executive Officer and President

Signatures

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
_____ /s/ JOHN KNOPF, PH.D. John L. Knopf, Ph.D.	Chief Executive Officer and President (Principal Executive Officer)	January 22, 2014
_____ * Kevin F. McLaughlin	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 22, 2014
_____ * Anthony B. Evnin, Ph.D.	Director	January 22, 2014
_____ * Jean M. George	Director	January 22, 2014
_____ * George Golumbeski, Ph.D.	Director	January 22, 2014

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Signature	Title	Date
* _____ Edwin M. Kania, Jr.	Director	January 22, 2014
* _____ Tom Maniatis, Ph.D.	Director	January 22, 2014
* _____ Terrance G. McGuire	Director	January 22, 2014
* _____ Richard F. Pops	Director	January 22, 2014
* _____ Joseph S. Zakrzewski	Director	January 22, 2014
*by: _____ /s/ JOHN KNOPF, PH.D. _____ <i>Attorney-in-Fact</i>		

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Exhibit Number	Description of Exhibit
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Ernst & Young LLP
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

*

Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File no. 333-193252), originally filed with the Securities and Exchange Commission on January 9, 2014 and incorporated by reference herein.

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[Explanatory note and incorporation by reference](#)

[Signatures](#)