

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

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

Shattuck Labs, 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)

81-2575858
(I.R.S. Employer
Identification Number)

**1018 W. 11th Street, Suite 100
Austin, TX 78703
(919) 864-2700**

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

**Taylor Schreiber, M.D., Ph.D.
Chief Executive Officer
Shattuck Labs, Inc.
1018 W. 11th Street, Suite 100
Austin, TX 78703
(919) 864-2700**

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

With copies to:

**Ryan A. Murr
Branden C. Berns
Gibson, Dunn & Crutcher LLP
555 Mission Street
San Francisco, CA 94105-0921
(415) 393-8373**

**Erin Ator Thomson
General Counsel
Shattuck Labs, Inc.
1018 W. 11th Street, Suite 100
Austin, TX 78703
(919) 864-2700**

**B. Shayne Kennedy
Nathan Ajjashvili
Latham & Watkins LLP
885 Third Avenue
New York, NY 10022
(212) 906-1200**

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-248918

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

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(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.0001 per share	2,164,704	\$17.00	\$36,799,968	\$4,015

- (1) Represents only the additional number of shares being registered and includes an additional 282,352 shares issuable upon the 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. 333-248918), as amended (the "Registration Statement").
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (3) The registrant previously registered 11,500,000 shares of its common stock for which the fee was \$22,144 on the Registration Statement, which was declared effective by the Securities and Exchange Commission on October 8, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$36,799,968 is hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Shattuck Labs, Inc., a Delaware corporation (“Shattuck”), is filing this registration statement with the Securities and Exchange Commission (the “SEC”). This registration statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-248918) (the “Registration Statement”) filed by Shattuck with the SEC on September 18, 2020, as amended on October 5, 2020, and October 7, 2020 which was declared effective on October 8, 2020.

Shattuck is filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock, par value \$0.0001 per share, offered by Shattuck by 2,164,704 shares, 282,352 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of common stock. The additional shares that are being registered for issuance and 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. The contents of the Registration Statement, including all amendments and exhibits thereto, are incorporated by reference herein.

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

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	<u>Opinion of Gibson, Dunn & Crutcher LLP.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Gibson, Dunn & Crutcher, LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement (Registration No. 333-248918) filed on September 18, 2020).</u>

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 Austin, State of Texas, on the 8th of October, 2020.

Shattuck Labs, Inc.

By: /s/ Dr. Taylor Schreiber
Dr. Taylor Schreiber
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates set forth opposite their names.

Signature	Title	Date
<u>/s/ Dr. Taylor Schreiber</u> Dr. Taylor Schreiber	Chief Executive Officer and Director (principal executive officer)	October 8, 2020
<u>/s/ Andrew Neill</u> Andrew Neill	Vice President of Finance and Corporate Strategy (principal financial and accounting officer)	October 8, 2020
<u>*</u> Josiah Hornblower	Executive Chairman and Director	October 8, 2020
<u>*</u> Helen M. Boudreau	Director	October 8, 2020
<u>*</u> Dr. Neil Gibson	Director	October 8, 2020
<u>*</u> Michael Lee	Director	October 8, 2020
<u>*</u> Tyler Brous	Director	October 8, 2020
<u>*</u> Dr. Victor Stone	Director	October 8, 2020

*By: /s/ Dr. Taylor Schreiber
Dr. Taylor Schreiber
Attorney-in-fact

October 8, 2020

Shattuck Labs, Inc.
1018 W. 11th Street, Suite 100
Austin, TX 78703

Re: *Shattuck Labs, Inc.*
Registration Statement on Form S 1

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 of Shattuck Labs, Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") on the date hereof pursuant to Rule 462(b) (the "Additional Registration Statement") promulgated under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 2,164,704 shares (which includes shares that may be sold upon exercise of the underwriters' option to purchase additional shares) of the Company's common stock (the "Common Stock"), par value \$0.0001 per share (the "Shares"). The Additional Registration Statement incorporates by reference the Registration Statement on Form S-1, File No. 333-248918, as amended (the "Registration Statement"), of the Company, filed with the Commission pursuant to the Securities Act.

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of specimen Common Stock certificates and such other documents, corporate records, certificates of officers of the Company and of public officials and other instruments as we have deemed necessary or advisable to enable us to render the opinions set forth below. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Additional Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof, which are incorporated by reference into the Additional Registration Statement. In giving these consents, 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.

Very truly yours,

Sincerely,

/s/ Gibson, Dunn & Crutcher LLP

Beijing • Brussels • Century City • Dallas • Denver • Dubai • Frankfurt • Hong Kong • Houston • London • Los Angeles • Munich
New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Shattuck Labs, Inc.:

We consent to the use of our report incorporated by reference in this registration statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and included in the registration statement on Form S-1 (No. 333-248918), and to the reference to our firm under the heading “Experts” in the prospectus included in such registration statement.

/s/ KPMG LLP

Austin, Texas
October 8, 2020