

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

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

89bio, 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)

36-4946844
(I.R.S. Employer
Identification Number)

**535 Mission Street, 14th Floor
San Francisco, CA 94105
(415) 500-4614**

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

**Rohan Palekar
Chief Executive Officer
89bio, Inc.**

**535 Mission Street, 14th Floor
San Francisco, CA 94105
(415) 500-4614**

(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
(415) 393-8373**

**Divakar Gupta
Jonie I. Kondracki
Robert W. Phillips
Charles S. Kim
Cooley LLP
101 California Street
San Francisco, CA 94111
(415) 693-2000**

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. 333-234174

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
Non-accelerated filer

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 Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.001 per share	1,069,140	\$16.00	\$17,106,240	\$2,221

- (1) Represents only the additional number of shares being registered and includes an additional 139,453 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. 333-234174), 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 5,031,250 shares of its common stock for which the fee was \$11,102 on the Registration Statement, which was declared effective by the Securities and Exchange Commission on November 8, 2019. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$17,106,240 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, 89bio, Inc., a Delaware corporation (“89bio”), 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. 333-234174) (the “Registration Statement”) filed by 89bio with the SEC on October 11, 2019, as amended on October 28, 2019, which was declared effective on November 8, 2019.

89bio is filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock, par value \$0.001 per share, offered by 89bio by 1,069,140 shares, 139,453 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 Independent Registered Public Accounting Firm.</u>
23.3	<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. 333-234174) filed on October 11, 2019).</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 San Francisco, State of California, on November 8, 2019.

89bio, Inc.

By: /s/ Rohan Palekar

Rohan Palekar

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 set forth opposite their names and on the date indicated above.

Signature	Title	Date
<u>/s/ Rohan Palekar</u> Rohan Palekar	Chief Executive Officer <i>(principal executive officer)</i>	November 8, 2019
<u>/s/ Ryan Martins</u> Ryan Martins	Chief Financial Officer <i>(principal financial and accounting officer)</i>	November 8, 2019
<u>*</u> Derek DiRocco, Ph.D.	Director	November 8, 2019
<u>*</u> Gregory Grunberg, M.D.	Director	November 8, 2019
<u>*</u> Michael Hayden, M.B., Ch.B., Ph.D.	Director	November 8, 2019
<u>*</u> Tomer Kariv	Director	November 8, 2019
<u>*</u> Anat Naschitz	Director	November 8, 2019

*By: /s/ Rohan Palekar
Rohan Palekar
Attorney-in-fact

November 8, 2019

89bio, Inc.
535 Mission Street, 14th Floor
San Francisco, CA 94105

Re: *89bio, Inc.*
Registration Statement on Form S 1

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1 of 89bio, 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 1,069,140 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 \$0.001 per share (the "Shares"). The Additional Registration Statement incorporates by reference the Registration Statement on Form S-1, File No. 333-234174, 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.

November 8, 2019

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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

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of 89bio, Inc. of our report dated September 19, 2019 (October 28, 2019 as to the retroactive effect of the reverse stock split and the Reorganization as described in Note 2 and Note 4, respectively) on our audit of the financial statement of 89Bio Inc. as of June 28, 2019 appearing in the Registration Statement on Form S-1, as amended (No. 333-234174), and related Prospectus of 89bio, Inc., and the reference to us under the caption “Experts” in such Prospectus.

/s/ Brightman Almagor Zohar & Co.
A Firm in the Deloitte Global Network

Tel Aviv, Israel

November 8, 2019

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of 89bio, Inc. of our report dated August 15, 2019 (October 28, 2019 as to the retroactive effect of the reverse stock split and the Reorganization as described in Note 2 and Note 13, respectively) on our audit of the consolidated financial statements of 89Bio Ltd. as of December 31, 2018, and the related statements of operations and comprehensive loss, change in convertible preferred shares and shareholders' deficit and cash flows from inception January 18, 2018 through December 31, 2018 (which report expresses an unqualified opinion and includes an explanatory paragraph regarding the Company's ability to continue as a going concern) appearing in the Registration Statement on Form S-1, as amended (No. 333-234174), and related Prospectus of 89bio, Inc., and the reference to us under the caption "Experts" in such Prospectus.

/s/ Brightman Almagor Zohar & Co.
A Firm in the Deloitte Global Network

Tel Aviv, Israel

November 8, 2019