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

**FORM S-1
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

DICE THERAPEUTICS, 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)

47-2286244
(I.R.S. Employer
Identification Number)

**279 E. Grand Avenue, Suite 300, Lobby B
South San Francisco, CA 94080
(650) 566-1402**

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

**J. Kevin Judice, Ph.D.
Chief Executive Officer
DICE Therapeutics, Inc.
279 E. Grand Avenue, Suite 300, Lobby B
South San Francisco, CA 94080
(650) 566-1402**

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

Copies to:

**Robert A. Freedman, Esq.
Matthew S. Rossiter, Esq.
Amanda L. Rose, Esq.
Fenwick & West LLP
555 California Street
San Francisco, California 94104
(415) 875-2300**

**Charles S. Kim, Esq.
Christina T. Roupas, Esq.
Kristin VanderPas, Esq.
Courtney Tygesson, Esq.
Cooley LLP
4401 Eastgate Mall
San Diego, CA 92121
(858) 550-6000**

**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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-259061

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 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, 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
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 Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(2) |
|--|----------------------------|---|---|-------------------------------|
| Common stock, \$0.0001 par value per share | 2,300,000 | \$17.00 | \$39,100,000 | \$4,266 |

- (1) Represents 2,300,000 additional number of shares being registered, including 300,000 additional shares that the underwriters have the option to purchase, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-259061).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, based on the proposed maximum aggregate offering price. The Registrant previously registered 11,500,000 shares of its common stock with an aggregate offering price not to exceed \$195,500,000 on a Registration Statement on Form S-1, as amended (File No. 333-259061), which was declared effective by the Securities and Exchange Commission on September 14, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of shares having a proposed maximum aggregate offering price of \$39,100,000 are hereby registered, which includes the additional shares that the underwriters have the option to purchase.

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (“*Securities Act*”), DICE Therapeutics, Inc. (“*Registrant*”) is filing this Registration Statement on Form S-1 (this “*Registration Statement*”) with the Securities and Exchange Commission (“*Commission*”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on [Form S-1](#), as amended (File No. 333-259061) (the “*Prior Registration Statement*”), which the Registrant originally filed with the Commission on August 25, 2021, and which the Commission declared effective on September 14, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 2,300,000 shares, 300,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The additional shares 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 Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are incorporated by reference into this Registration Statement.

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

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 5.1 | Opinion of Fenwick & West LLP. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Fenwick & West LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 (Registration No. 333- 259061)). |

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 South San Francisco, State of California, on the 14th day of September, 2021.

DICE THERAPEUTICS, INC.

By: /s/ J. Kevin Judice, Ph.D.

J. Kevin Judice, Ph.D.

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-1 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/ J. Kevin Judice, Ph.D.</u> J. Kevin Judice, Ph.D. | Chief Executive Officer and Director <i>(Principal Executive Officer)</i> | September 14, 2021 |
| <u>/s/ Scott Robertson</u> Scott Robertson | Chief Business and Financial Officer <i>(Principal Accounting and Financial Officer)</i> | September 14, 2021 |
| <u>*</u> Richard Scheller, Ph.D. | Chair and Director | September 14, 2021 |
| <u>*</u> Shaan C. Gandhi, M.D., D. Phil. | Director | September 14, 2021 |
| <u>*</u> Jim Scopa | Director | September 14, 2021 |
| <u>*</u> Jake Simson, Ph.D. | Director | September 14, 2021 |
| <u>*</u> Sharon Tetlow | Director | September 14, 2021 |
| <u>*</u> Stephen Zachary, Ph.D. | Director | September 14, 2021 |

*By Attorney-in-Fact

/s/ J. Kevin Judice, Ph.D.

J. Kevin Judice, Ph.D.

September 14, 2021

DICE Therapeutics, Inc.
279 East Grand Avenue, Suite 300
South San Francisco, CA 94080

DICE Therapeutics, Inc. – Registration Statement on Form S-1

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-1 (the “**Registration Statement**”) filed by DICE Therapeutics, Inc. a Delaware corporation (the “**Company**”), with the Securities and Exchange Commission (the “**Commission**”) on September 14, 2021 pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the “**Securities Act**”), in connection with the registration of 2,300,000 additional shares of Common Stock, par value \$0.0001 per share (the “**Stock**”).

In connection with our opinion expressed below, we have examined originals or copies of the underwriting agreement pursuant to which the Stock will be sold to the underwriters (the “**Underwriting Agreement**”), the Registration Statement, the prospectus prepared in connection with the Registration Statement (the “**Prospectus**”), the Company’s certificate of incorporation, as amended to date (the “**Certificate**”), the Company’s bylaws, as amended to date, (the “**Bylaws**”), certain minutes and consents of the Company’s board of directors (the “**Board**”) or a committee or committees thereof and the Company’s stockholders and members, as the case may be, relating to the Registration Statement, the Certificate and the Bylaws, and such other agreements, documents, certificates and statements of the Company, its transfer agent and public or government officials, as we have deemed advisable, and have examined such questions of law as we have considered necessary. In giving our opinion, we have also relied upon a good standing certificate regarding the Company issued by the Secretary of State of the State of Delaware and a management certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations by the Company.

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same (other than the Company), the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law.

In connection with our opinion expressed in the paragraph below, we have assumed that, at or prior to the time of the delivery of any shares of Stock, the Registration Statement will have been declared effective under the Securities Act that the registration will apply to the offer and sale of such shares of Stock and will not have been modified or rescinded and that there will not have occurred any change in law affecting the validity of the issuance of such shares of Stock.

Based upon the foregoing, we are of the opinion that the 2,300,000 shares of Stock have been duly authorized for issuance and, when the Stock is issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, the Stock will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto.

This opinion is intended solely for use in connection with issuance and sale of shares of Stock subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and is based solely on our understanding of facts in existence as of such date after the aforementioned examination. In rendering the opinions above, we are opining only as to the specific legal issues expressly set forth therein, and no opinion shall be inferred as to any other matter or matters. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST 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 July 2, 2021 (except for the last paragraph of Note 1, as to which the date is September 8, 2021), with respect to the consolidated financial statements of DiCE Molecules Holdings, LLC., included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-259061) and related Prospectus of DICE Therapeutics, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

San Jose, California

September 13, 2021