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

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

Vera 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)

81-2744449
(I.R.S. Employer
Identification No.)

Vera Therapeutics, Inc.
8000 Marina Boulevard, Suite 120
Brisbane, California 94005
(650) 770-0077

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

Marshall Fordyce, M.D.
President and Chief Executive Officer
8000 Marina Boulevard, Suite 120
Brisbane, California 94005
(650)
770-0077

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

Copies to:

Jodie Bourdet
Brett White
Alexa Ekman
Cooley LLP
3 Embarcadero Center, 20th Floor
San Francisco, California 94111
(415) 693-2000

Sean Grant
Chief Financial Officer
8000 Marina Boulevard, Suite 120
Brisbane, California 94005
(650) 770-0077

Heidi Mayon
Jesse Nevarez
Goodwin Procter LLP
601 Marshall Street
Redwood City, California 94063
(650) 752-3100

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. (333-262569)

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, 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

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.

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

This Registration Statement (the “Registration Statement”) is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), for the sole purpose of increasing the aggregate number of shares of Class A common stock offered by Vera Therapeutics, Inc. (the “Registrant”) by 1,142,026 shares, 148,959 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s Class A common stock. The contents of the Registration Statement on Form S-1 (File No. 333-262569), including all exhibits thereto (the “Prior Registration Statement”), filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, which was declared effective by the Commission on February 9, 2022, are incorporated by reference into this Registration Statement. The additional shares of Class A common stock 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 Filing Fee table filed as Exhibit 107 to the Prior Registration Statement.

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	Opinion of Cooley LLP.
23.1	Consent of independent registered public accounting firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-262569), originally filed with the Commission on February 7, 2022 and incorporated herein by reference).
107	Filing Fee Table.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Brisbane, State of California, on this 10th day of February, 2022.

VERA THERAPEUTICS, INC.

By: /s/ Marshall Fordyce
Name: Marshall Fordyce, M.D.
Title: Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, 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/ Marshall Fordyce</u> Marshall Fordyce, M.D.	President, Chief Executive Officer and Director (Principal Executive Officer)	February 10, 2022
<u>/s/ Sean Grant</u> Sean Grant	Chief Financial Officer (Principal Financial Officer)	February 10, 2022
<u>/s/ Joseph Young</u> Joseph Young	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	February 10, 2022
<u>*</u> Kurt von Emster, C.F.A.	Chairperson of the Board	February 10, 2022

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Andrew Cheng, M.D., Ph.D.	Director	February 10, 2022
* _____ Beth Seidenberg, M.D.	Director	February 10, 2022
* _____ Maha Katabi, Ph.D.	Director	February 10, 2022
* _____ Patrick Enright	Director	February 10, 2022
* _____ Scott Morrison	Director	February 10, 2022
* _____ Kimball Hall	Director	February 10, 2022

*By: /s/ Marshall Fordyce

Marshall Fordyce, M.D.
Attorney-in-fact



Jodie Bourdet
T: +1 415 693-2054
jbourdet@cooley.com

February 10, 2022

Vera Therapeutics, Inc.
8000 Marina Boulevard, Suite 120
Brisbane, California 94005

Ladies and Gentlemen:

We have acted as counsel to Vera Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (the "**Registration Statement**") with the Securities and Exchange Commission pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, covering an underwritten public offering of up to 1,142,026 shares of the Company's Class A common stock, par value \$0.001 (the "**Shares**"). The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-262569), which was declared effective on February 9, 2022 (the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (c) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda, opinions and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Prior Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

Cooley LLP 3 Embarcadero Center, 20th Floor San Francisco, CA 94111
t: (415) 693-2000 f: (415) 693-2222 cooley.com



Vera Therapeutics, Inc.
February 10, 2022
Page Two

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Prior Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Jodie Bourdet

Jodie Bourdet

Cooley LLP 3 Embarcadero Center, 20th Floor San Francisco, CA 94111
t: (415) 693-2000 f: (415) 693-2222 cooley.com

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 19, 2021, except as to note 15B, which is as of May 10, 2021, with respect to the financial statements of Vera Therapeutics, Inc. incorporated herein by reference and to the reference to our firm under the heading “Experts” in the prospectus.

/s/ KPMG LLP

San Francisco, California
February 10, 2022

Calculation of Filing Fee Table
Form S-1
(Form Type)

Vera Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Class A Common stock, par value \$0.001 per share	457(a)	1,142,026	\$15.00	\$17,130,390	0.0000927	\$1,588
		Total Offering Amounts				\$17,130,390		—
		Total Fees Previously Paid						—
		Total Fee Offsets						—
		Net Fee Due(2)						\$1,588

- (1) Represents only the additional number of shares of Class A common stock being registered pursuant to this Registration Statement, which includes the shares that the underwriters have the option to purchase. Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.
- (2) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$85,652,000 on its Registration Statement on Form S-1 (File No. 333-262569), which was declared effective by the Securities and Exchange Commission on February 9, 2022. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$17,130,390 is hereby registered, which includes securities issuable upon the exercise of the underwriters' option to purchase additional shares.

Table 2: Fee Offset Claims and Sources

N/A

Table 3: Combined Prospectuses

N/A