

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

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

**TALIS BIOMEDICAL CORPORATION**  
(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**3826**  
(Primary Standard Industrial  
Classification Code Number)

**46-3122255**  
(I.R.S. Employer  
Identification Number)

**Talis Biomedical Corporation  
230 Constitution Drive  
Menlo Park, California 94025  
(650) 433-3000**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**Brian Coe  
Chief Executive Officer  
Talis Biomedical Corporation  
230 Constitution Drive  
Menlo Park, California 94025  
(650) 433-3000**

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

*Copies to:*

**Karen E. Deschaine  
Carlton Fleming  
Kenneth J. Krisko  
Cooley LLP  
3175 Hanover Street  
Palo Alto, California 94304  
(650) 843-5000**

**Brian J. Cuneo  
Miles P. Jennings  
Latham & Watkins LLP  
140 Scott Drive  
Menlo Park, California 94025  
(650) 463-4600**

**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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ (File No. 333-252360)

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.

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 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)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)
Common stock, par value \$0.0001 per share	2,645,000	\$16.00	\$42,320,000	\$4,617.12

- (1) Includes 345,000 shares that the underwriters have the option to purchase.
- (2) The Registrant is registering 2,645,000 shares pursuant to this Registration Statement, which shares are in addition to the 13,225,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-252360).
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) of the Securities Act of 1933, as amended.
- (4) The registration fee is based upon the public offering price.

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

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## EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Talis Biomedical Corporation (the “**Registrant**”) is filing this Registration Statement on Form S-1 (this “**Registration Statement**”) with the Securities and Exchange Commission (the “**Commission**”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-252360) (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on January 22, 2021, and which the Commission declared effective on February 11, 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 2,645,000 shares, 345,000 of which may be sold by the Registrant in the event the underwriters exercise their option to purchase additional shares of the Registrant’s 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 Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

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

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## EXHIBIT INDEX

Exhibit No.	Description
5.1	<a href="#"><u>Form of Opinion of Cooley LLP.</u></a>
23.1	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
23.2	<a href="#"><u>Consent of Cooley LLP (included in Exhibit 5.1).</u></a>
24.1	<a href="#"><u>Power of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement on Form S-1 (File No. 333-252360) filed on January 22, 2021).</u></a>

## 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 Menlo Park, State of California, on February 11, 2021.

### TALIS BIOMEDICAL CORPORATION

By: /s/ Brian Coe

Name: Brian Coe

Title: Chief Executive Officer

## POWER OF ATTORNEY

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 indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brian Coe</u> Brian Coe	Chief Executive Officer and Member of the Board of Directors <i>(Principal Executive Officer)</i>	February 11, 2021
<u>/s/ J. Roger Moody, Jr.</u> J. Roger Moody, Jr.	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	February 11, 2021
<u>*</u> Felix Baker, Ph.D.	Member of the Board of Directors	February 11, 2021
<u>*</u> Raymond Cheong, M.D., Ph.D.	Member of the Board of Directors	February 11, 2021
<u>*</u> Melissa Gilliam M.D., M.P.H.	Member of the Board of Directors	February 11, 2021
<u>*</u> Rustem F. Ismagilov, Ph.D.	Member of the Board of Directors	February 11, 2021
<u>*</u> Kimberly J. Popovits	Member of the Board of Directors	February 11, 2021
<u>*</u> Matthew L. Posard	Member of the Board of Directors	February 11, 2021
<u>*</u> Randal Scott, Ph.D.	Member of the Board of Directors	February 11, 2021

\*By: /s/ Brian Coe

Brian Coe

Attorney-in fact



Karen E. Deschaine  
+1 858 550 6088  
kdeschaine@cooley.com

February 11, 2021

Talis Biomedical Corporation  
230 Constitution Drive  
Menlo Park, California 94025

Ladies and Gentlemen:

You have requested our opinion, as counsel to Talis Biomedical Corporation, 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 2,645,000 shares of the Company’s common stock, par value \$0.0001 (the “*Shares*”). The Registration Statement incorporates by reference the registration statement on Form S-1 (File No. 333-252360), which was declared effective on February 11, 2021 (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, as amended, and Bylaws, each as currently in effect, (c) the Company’s Amended and Restated Certificate of Incorporation, filed as Exhibit 3.2 to the Registration Statement, and the Company’s Amended and Restated Bylaws, filed as Exhibit 3.4 to the Registration Statement, each of which will be in effect following the closing of the offering contemplated by the Registration Statement and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have undertaken no independent verification with respect to such matters. 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 Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121  
t: (858) 550-6000 f: (858) 550-6420 cooley.com



Talis Biomedical Corporation  
February 11, 2021  
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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.

Very truly yours,

Cooley LLP

By: /s/ Karen E. Deschaine

Karen E. Deschaine

Cooley LLP 4401 Eastgate Mall San Diego, CA 92121  
t: (858) 550-6000 f: (858) 550-6420 cooley.com

**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 October 15, 2020, (except for paragraphs five through six of Note 1, the fourth paragraph of Note 2 and paragraphs six through eight, and twelve through eighteen of Note 15, as to which the date is February 8, 2021), with respect to the financial statements of Talis Biomedical Corporation included in Amendment No. 2 to the Registration Statement (Form S-1 No. 333-252360) and related Prospectus of Talis Biomedical Corporation for the registration of its common stock.

/s/ Ernst & Young LLP

Redwood City, California  
February 11, 2021