

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM F-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

GENFIT S.A.

(Exact name of registrant as specified in its charter)

France
(State or other jurisdiction of incorporation or organization)

2836
(Primary Standard Industrial Classification Code Number)

Not applicable
(I.R.S. Employer Identification No.)

Parc Eurasanté
885, avenue Eugène Avinée
59120 Loos, France
+33 3 20 16 4000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Corporation Service Company
1180 Avenue of the Americas, Suite 210
New York, NY 10036
+1 800 927 9801
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Marc A. Recht
Brian F. Leaf
Katie A. Kazem
Cooley LLP
500 Boylston Street
Boston, MA 02116
+1 617 937 2300

Bertrand Sénéchal
Linklaters LLP
25 rue de Marignan
75008 Paris, France
+33 1 56 43 56 43

Mitchell S. Bloom
Edwin M. O'Connor
Markus Bauman
Goodwin Procter LLP
100 Northern Avenue
Boston, MA 02210
+1 617 570 1000

Linda Hesse
Florent Bouyer
Jones Day
2, rue Saint-Florentin
75001 Paris, France
+ 33 1 56 59 39 39

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. (333-229907)

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 an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(2)(3)	Amount of Registration Fee(4)
Ordinary shares, nominal value €0.25 per share(1)	\$3,999,700	\$484.76

- (1) All of the offered ordinary shares will be in the form of American Depositary Shares, or ADSs, in the U.S. offering, with each ADS representing one ordinary share of the registrant. ADSs issuable upon deposit of the ordinary shares registered hereby are being registered pursuant to a separate registration statement on Form F-6 (File No. 333-230265), including any amendments thereto.
- (2) The registrant previously registered securities at an aggregate offering price not to exceed \$151,397,500 on a Registration Statement on Form F-1, as amended (File No. 333-229907), which was declared effective by the U.S. Securities and Exchange Commission on March 26, 2019 (the "Initial Registration Statement"). In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$3,999,700 is hereby registered, which includes shares issuable upon exercise of the underwriters' option to purchase additional shares and does not include the securities that the Registrant previously registered on the initial Registration Statement. The Initial Registration Statement and this Registration Statement include securities that are being offered in a private placement in Europe (including France) and other countries outside of the United States, but which may be resold from time to time in the United States in transactions requiring registration under the Securities Act of 1933, as amended, or the Securities Act, or an exemption therefrom. The securities to be sold in the U.S. offering and the European private placement are subject to reallocation between them.
- (3) Based on the public offering price of \$20.32 per ADS.
- (4) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended, based on the proposed total offering size, and the number of securities being registered has been omitted.

The registration statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

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

This Registration Statement (the "Registration Statement") is being filed with the U.S. Securities and Exchange Commission (the "Commission") with respect to the registration of additional ordinary shares, nominal value €0.25 per share, of GENFIT S.A. (the "Registrant"), pursuant to Rule 462(b) and General Instruction V of Form F-1, both promulgated under the Securities Act of 1933, as amended (the "Securities Act"). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form F-1, as amended (File No. 333-229907) (the "Initial Registration Statement"). This Registration Statement is being filed for the sole purpose of registering an increase in the maximum aggregate offering price of \$3,999,700 of securities of the same class as were included in the Initial Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and incorporated by reference into this Registration Statement.

EXHIBIT INDEX

Exhibit Number	Description
5.1	<u>Opinion of Linklaters LLP.</u>
23.1	<u>Consent of Ernst & Young et Autres.</u>
23.2	<u>Consent of Linklaters LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page of the Registration Statement on Form F-1 (File No. 333-229907), filed with the Commission on February 27, 2019 and incorporated herein by reference).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Loos, France, on March 26, 2019.

GENFIT S.A.

By: /s/ Jean-François Mouney
Jean-François Mouney
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 indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jean-François Mouney</u> Jean-François Mouney	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	March 26, 2019
<u>/s/ Nathalie Huitorel</u> Nathalie Huitorel	Executive Vice President and Chief Financial and Administrative Officer (Principal Financial and Accounting Officer)	March 26, 2019
<u>*</u> Xavier Guille Des Buttes	Vice-Chairman of the Board of Directors	March 26, 2019
<u>*</u> Catherine Larue, Ph.D.	Director	March 26, 2019
<u>*</u> Anne-Hélène Monsellato	Director	March 26, 2019
<u>*</u> Frédéric Desdouits	Director	March 26, 2019
<u>*</u> Florence Séjourné	Director	March 26, 2019
<u>*</u> Philippe Moons	Director	March 26, 2019

*By: /s/ Jean-François Mouney
Jean-François Mouney, *Attorney-in-fact*

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of GENFIT S.A. has signed this Registration Statement on March 26, 2019.

GENFIT CORP.

By: /s/ Jean-François Mouney
Jean-François Mouney
President

Avocats à la Cour de Paris
Solicitors of the Senior Courts of England and Wales

Linklaters LLP
25 rue de Marignan
75008 Paris
Telephone (+33) 1 56 43 56 43
Facsimile (+33) 1 43 59 41 96
Palais J 030
Direct Line +33 1 56 43 57 42

To: GENFIT S.A.
Parc Eurasanté
885, avenue Eugène Avinée
59120 Loos
France

March 26, 2019

Our Ref: L-276715

Ladies and Gentlemen,

Re. Rule 462(b) Registration Statement on Form F-1 to be filed with the Commission pursuant to Rule 462(b) of Regulation C promulgated under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and relating to the Offering of up to 7,647,500 ordinary shares of GENFIT S.A.

1 Introduction and Purpose

1.1 We have acted as French counsel to the Company (as such term is defined below) in connection with:

(a) the offering (the “Offering”) of ordinary shares of Genfit S.A., a *société anonyme à conseil d’administration* organised under the laws of France, registered with the *Registre du commerce et des sociétés* of Lille Métropole under number 424 341 907 (the “Company”), which Offering consists of the issue and sale of:

- 500,000 ordinary shares with a nominal value of €0.25 each issued in the context of a private placement outside of the United States and a public offering in the United States (it being specified that, in the context of the U.S. public offering, the ordinary shares will be delivered in the form of ADSs) (the “Initial Shares”);
- 6,150,000 ADSs, each representing one ordinary share of the Company, issued in the context of a public offering in the United States (the “Initial ADSs.”);
- up to 997,500 ordinary shares, some of which may be delivered as such (the “Option Shares” and together with the Initial Shares, the “Offered Securities”) and some of which may be delivered in the form of ADSs (the “Option ADSs”) in case of the exercise of the overallotment option; and

(b) the admission to trading and listing on (i) the Regulated Market of Euronext in Paris (“Euronext Paris”) of the Initial Shares and, as the case may be, the Option Shares and (ii) the Nasdaq Global Market of the Initial ADSs and, as the case may be, the Option ADSs.

This communication is confidential and may be privileged or otherwise protected by work product immunity. Linklaters LLP is a limited liability partnership registered in England and Wales with registered number OC326345. It is a law firm authorised and regulated by the Solicitors Regulation Authority. The term partner in relation to Linklaters LLP is used to refer to a member of the LLP or an employee or consultant of Linklaters LLP or any of its affiliated firms or entities with equivalent standing and qualifications. A list of the names of the members of Linklaters LLP and of the non-members who are designated as partners and their professional qualifications is open to inspection at its registered office, One Silk Street, London EC2Y 8HQ, England or on www.linklaters.com and such persons are either solicitors, registered foreign lawyers or European lawyers.

Please refer to www.linklaters.com/regulation for important information on Linklaters LLP’s regulatory position.

In connection with the preparation and filing of a registration statement on Form F-1, as amended (File No. 333-229907) (the “Initial Registration Statement”), including a related prospectus which forms a part of the Initial Registration Statement (the “Prospectus”), and a Registration Statement on Form F-1 related thereto that is to be filed with the Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act (the “Rule 462(b) Registration Statement” and, together with the Initial Registration Statement, the “Registration Statements”), we have been asked to provide opinions on certain matters, as set out below. We have taken instruction in this regard solely from the Company.

2 French law

This opinion is limited to French law and is given on the basis that it will be governed by and construed in accordance with French law.

3 Scope of inquiry

For the purpose of this opinion, we have examined the documents listed and, where appropriate, defined in the Schedule to this opinion.

4 Assumptions

For the purpose of this opinion, we have made the following assumptions:

- 4.1** all copy documents conform to the originals and all originals are genuine, complete and up-to-date;
- 4.2** each signature is the genuine signature of the individual concerned;
- 4.3** the *extrait K-bis*, the *certificat en matière de procédures collectives* and the copy of the *statuts* of the Company examined by us are complete and up-to-date;
- 4.4** the resolutions and decisions referred to in paragraphs 4 to 5 of the Schedule have not been amended or superseded, the resolutions referred to in paragraph 4 of the Schedule were duly passed at a duly convened and held Combined General Meeting of shareholders (*Assemblée Générale Mixte des actionnaires*) of the Company, and the decision referred to in paragraph 5 of the Schedule was duly passed at a duly convened and held meeting of the Board of Directors (*Conseil d'Administration*) of the Company;
- 4.5** the Underwriting Agreement and the Deposit Agreement constitute legally binding, valid and enforceable obligations of each party thereto under all applicable laws, in particular the laws of the State of New York by which they are expressed to be governed;
- 4.6** the offering restrictions contained in the Underwriting Agreement and the Registration Statements have been and will be complied with;
- 4.7** the maximum issuance amounts set forth in the resolution of the extraordinary shareholders' meeting pursuant to which the Offered Securities are issued will not be exceeded as a result of the Offering;
- 4.8** the representations made by certain investors in the Investor Letter as to the fact that they belong to the categories of investors to whom the capital increase authorised by the resolutions of the Combined General Meeting of shareholders (*Assemblée Générale Mixte des actionnaires*) referred to in paragraph 4 of the Schedule will, as applicable, be true and accurate and correct and complete.

5 Opinion

Based on the documents referred to in the Schedule and the assumptions in paragraph 4 above and subject to the qualifications in paragraph 6 and to any matters not disclosed to us, we are of the opinion that the Initial Shares and, as the case may be, the Option Shares, when issued by the Company in accordance with the resolutions of the Combined General Meeting of shareholders (*Assemblée Générale Mixte des actionnaires*) of the Company held on June 15, 2018 pursuant to, and in accordance with, the Underwriting Agreement against full payment of their subscription price as provided in the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

6 Qualifications

This opinion is subject to the following qualifications:

- 6.1 without limiting the generality of the foregoing, we have made no investigation as to the accuracy and exhaustiveness of the facts (including statements of foreign law) contained in any of the documents listed in the Schedule to this opinion;
- 6.2 the issue of the Option Shares will have to be decided by the Chairman of the Board of Directors, within the limits set forth by the Board of Directors' decision referred to in paragraph 5 of the Schedule;
- 6.3 this opinion is subject to any limitation arising from ad hoc mandate (*mandat ad hoc*), conciliation (*conciliation*), accelerated safeguard (*sauvegarde accélérée*), accelerated financial safeguard (*sauvegarde financière accélérée*), safeguard (*sauvegarde*), judicial reorganisation (*redressement judiciaire*), judicial liquidation (*liquidation judiciaire*) (including a provision that creditors' proofs of debts denominated in foreign currencies would be converted into euros at the rate applicable on the date of the court decision instituting the accelerated safeguard (*sauvegarde accélérée*), the accelerated financial safeguard (*sauvegarde financière accélérée*), the safeguard (*sauvegarde*), the judicial reorganisation (*redressement judiciaire*) and the judicial liquidation (*liquidation judiciaire*) proceedings), insolvency, moratorium and other laws of general application affecting the rights of creditors; and
- 6.4 it should be noted that notice of any change affecting the status of the Company may not be filed immediately with the *Registre du commerce et des sociétés* and as a consequence may not immediately appear on the *extrait K-bis*. It should also be noted that the opening of ad hoc mandate (*mandat ad hoc*) or conciliation (*conciliation*) proceedings never appears on such document;

7 Reliance

- 7.1 This opinion is addressed to you solely for your benefit in connection with the Rule 462(b) Registration Statement. It is not to be transmitted to anyone else nor is it to be relied upon by anyone else or for any other purpose or quoted or referred to in any public document (other than the Rule 462(b) Registration Statement) or filed with anyone without our prior written express consent.
- 7.2 We hereby consent to the filing with the U.S. Securities and Exchange Commission (the "Commission") of this opinion as Exhibit 5.1 to the Rule 462(b) Registration Statement.
- 7.3 We also consent to the reference to Linklaters LLP under the caption "Legal Matters" in the Rule 462(b) Registration Statement.

Yours faithfully,

/s/ Bertrand Sénéchal

Linklaters LLP

SCHEDULE

- 1 A copy of the *statuts* of the Company as at December 27, 2018.
- 2 The *Extrait K-bis* relating to the Company, issued by the *Registre du commerce et des sociétés* of Lille Métropole dated March 25, 2019.
- 3 The *certificat en matière de procédures collectives* of the Company issued by the *Registre du commerce et des sociétés* of Lille Métropole dated March 25, 2019.
- 4 A copy of the resolutions of the Combined General Meeting of shareholders (*Assemblée Générale Mixte des actionnaires*) of the Company passed on June 15, 2018, authorising the issue of the Offered Securities by capital increase without preferential rights to existing shareholders.
- 5 A copy of the decision of the Board of Directors (*Conseil d'Administration*) of the Company passed on March 13, 2019 deciding on the launch of the Offering.
- 6 A copy of the decision of the Chairman of the Board of Directors (*Président-Directeur Général*) of the Company dated March 26, 2019 deciding on the pricing of the Offering and the issuance of the Offered Securities.
- 7 A copy of the decision of the Chairman of the Board of Directors (*Président-Directeur Général*) of the Company dated March 26, 2019 deciding upon the final allocation of the Offered Securities to a certain category of investors.
- 8 A copy of the Registration Statement.
- 9 A copy of the Rule 462(b) Registration Statement.
- 10 A copy of the Underwriting Agreement dated March 26, 2019.
- 11 A copy of the Depositary Agreement dated March 26, 2019.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form F-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 February 8, 2019, with respect to the financial statements of Genfit S.A. included in Amendment No. 1 to the Registration Statement (Form F-1 No. 333-229907) and related Prospectus of Genfit S.A. for the registration of ordinary shares.

/s/ Ernst & Young et Autres

Paris, France

March 26, 2019
