

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-1

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

CONTRAVIR PHARMACEUTICALS, 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)

46-2783806
(I.R.S. Employer
Identification Number)

**399 Thornall Street, First Floor
Edison, NJ 08837
(732) 902-4000**

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

**James R. Sapirstein
Chief Executive Officer
ContraVir Pharmaceuticals, Inc.
399 Thornall Street, First Floor
Edison, NJ 08837
(732) 902-4000**

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

Copies to:

Jeffrey J. Fessler, Esq.
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza, 39th Floor
New York, New York 10112
Tel: (212) 653-8700
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**Barry I. Grossman, Esq.
Sarah E. Williams, Esq.**
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, New York 10105
(212) 370-1300

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, as amended (the "Securities Act"), 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. 333-225041

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
Non-accelerated filer (Do not check if a smaller reporting company) 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 to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Units consisting of shares of Series C Convertible Preferred Stock, par value \$0.0001 per share, and warrants to purchase shares of common stock, par value \$0.0001 per share	\$ 19,000,000	\$ 2,366
Non-transferable rights to purchase units(2)	—	—
Series C Convertible Preferred Stock included as part of the units	Included with units above	—
Warrants to purchase shares of common stock included as part of the units(3)	Included with units above	—
Common stock issuable upon conversion of the Series C Convertible Preferred Stock(4)(5)	—	—
Common stock issuable upon exercise of the warrants(5)	\$ 16,933,750	\$ 2,108
Total	\$ 35,933,750(6)	\$ 4,474(7)

(1) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(o) of the Securities Act of 1933, as amended (the "Act").

(2) The rights are being issued without consideration. Pursuant to Rule 457(g), no separate registration fee is payable with respect to the rights being offered hereby since the rights are being registered in the same registration statement as the securities to be offered upon exercise of such rights.

(3) Pursuant to Rule 457(g) of the Act, no separate registration fee is required for the warrants because the warrants are being registered in the same registration statement as the common stock of the Registrant issuable upon exercise of the warrants.

(4) Pursuant to Rule 457(i) of the Act, no separate registration fee is required for the common stock issuable upon conversion of the Series C Convertible Preferred Stock because no additional consideration will be received in connection with the exercise of the conversion privilege.

(5) In addition to the shares of common stock set forth in this table, pursuant to Rule 416 under the Act, this registration statement also registers such indeterminate number of shares of common stock as may become issuable upon conversion or exercise of these securities as the same may be adjusted as a result of stock splits, stock dividends, recapitalizations or

other similar transactions.

(6) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$30,000,000 on its Registration Statement on Form S-1, as amended (File No. 333-225041), which was declared effective by the Securities and Exchange Commission on June 14, 2018. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum offering price of \$5,933,750 is hereby registered.

(7) \$3,735 previously paid.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed with respect to the registration of additional securities of ContraVir Pharmaceuticals, Inc. (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-225041) filed by the Registrant with the Securities and Exchange Commission (the “SEC”), as amended, initially filed with the SEC on May 18, 2018 and declared effective on June 14, 2018 (the “Prior Registration Statement”), including exhibits and power of attorney thereto, are incorporated by reference in this Registration Statement. We are filing this Registration Statement for the purposes of registering additional securities of the same classes as were included in the Prior Registration Statement, representing an increase in the maximum aggregate offering price by \$5,933,750. The required opinion and consents for this Registration Statement are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	<u>Opinion of Sheppard Mullin Richter & Hampton LLP</u>
8.1	<u>Tax Opinion of Sheppard Mullin Richter & Hampton LLP</u>
23.1	<u>Consent of BDO USA, LLP, Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Sheppard Mullin Richter & Hampton LLP (included as part of Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-225041))</u>



Sheppard, Mullin, Richter & Hampton LLP
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New York, New York 10112-0015
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June 22, 2018

VIA ELECTRONIC MAIL

ContraVir Pharmaceuticals Inc.
399 Thomall Street, First Floor
Edison, New Jersey 08837

Re: Registration Statement on Form S-1 Filed Pursuant to Rule 462(b)

Ladies and Gentlemen:

We refer to the above-captioned registration statement on Form S-1 (the "Registration Statement") filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), filed by ContraVir Pharmaceuticals, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission"), which incorporates by reference the Registration Statement on Form S-1 (File No. 333-225041), as amended, which was declared effective on June 14, 2018, in connection with the offering by the Company of: (i) 19,000 non-transferable subscription rights (the "Rights") to be distributed by the Company without consideration in connection with a rights offering (the "Rights Offering") to holders of record of Common Stock, par value \$0.0001 per share, of the Company (the "Common Stock") and holders of record of warrants issued in October 2015, April 2016 and April 2017, (ii) up to 19,000 units (the "Units") issuable upon exercise of the Rights, each Unit consisting of one share of Series C Convertible Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), and 575 warrants, with each warrant exercisable for one share of Common Stock (the "Warrants"), (iii) the Preferred Stock, (iv) the Warrants, (v) up to 12,258,065 shares of Common Stock issuable upon conversion of the Preferred Stock (the "Conversion Shares"), and (vi) up to 10,925,000 shares of Common Stock issuable upon exercise of the Warrants (the "Warrant Shares"). The Warrants will be issued pursuant to a warrant agency agreement (the "Warrant Agency Agreement") with Philadelphia Stock Transfer, Inc., as warrant agent (the "Warrant Agent").

In arriving at the opinions 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 stock certificates, the Warrant Agency Agreement 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: (i) the shares of Preferred Stock included in the Units, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable; (ii) the Conversion Shares, when issued upon exercise of the Preferred Stock, will be validly issued, fully paid and non-assessable; (iii) the Warrant Shares, when issued upon exercise of the Warrants against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable; (iv) the Rights, the Preferred Stock and the Warrants, when issued as set forth in the Registration Statement, will be legal, valid and binding obligations of the Company, enforceable against the Company in accordance with their terms; and (v) the Units, when issued against payment therefor as set forth in the Registration Statement, will be validly issued, fully paid and non-assessable.

The opinions expressed above are subject to the following additional exceptions, qualifications, limitations and assumptions:

A. We render no opinion herein as to matters involving the laws of any jurisdiction other than the State of New York and the United States of America and, for purposes of clauses (i), (ii) and (iii), the Delaware General Corporation Law. We are not admitted to practice in the State of Delaware; however, we are generally familiar with the Delaware General Corporation Law as currently in effect and have made such inquiries as we consider necessary to render the opinions contained in clauses (i), (ii) and (iii) above. This opinion is limited to the effect of the current state of the laws of the State of New York, the United States of America and, to the limited extent set forth above, the laws of the State of Delaware and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts.

B. The opinion in clause (iv) above is subject to (i) the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the rights and remedies of creditors' generally, including without limitation the effect of statutory or other laws regarding fraudulent transfers or preferential transfers, and (ii) general principles of equity, including without limitation concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies regardless of whether enforceability is considered in a proceeding in equity or at law.

We consent to the filing of this opinion as an exhibit to the 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. 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.

Respectfully submitted,

/s/ Sheppard, Mullin, Richter & Hampton LLP

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP



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June 22, 2018

ContraVir Pharmaceuticals Inc.
399 Thomall Street, First Floor
Edison, New Jersey 08837

Re: Registration Statement on Form S-1 Filed Pursuant to Rule 462(b)

Ladies and Gentlemen:

We have examined the above-captioned registration statement on Form S-1 (the "Registration Statement") filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), filed by ContraVir Pharmaceuticals, Inc. a Delaware corporation (the "Company"), with the Securities and Exchange Commission, which incorporates by reference the Registration Statement on Form S-1 (File No. 333-225041), as amended, which was declared effective on June 14, 2018, in connection with the offering by the Company of: (i) 19,000 non-transferable subscription rights (the "Rights") to be distributed by the Company without consideration in connection with a rights offering (the "Rights Offering") to holders of record of Common Stock, par value \$0.0001 per share, of the Company (the "Common Stock") and holders of record of warrants issued in October 2015, April 2016, and April 2017, (ii) up to 19,000 units (the "Units") issuable upon exercise of the Rights, each Unit consisting of one share of Series C Convertible Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"), and 575 warrants, with each warrant exercisable for one share of Common Stock (the "Warrants"), (iii) the Preferred Stock, (iv) the Warrants, (v) up to 12,258,065 shares of Common Stock issuable upon conversion of the Preferred Stock; and (vi) up to 10,925,000 shares of Common Stock issuable upon exercise of the Warrants.

For purposes of this opinion, we have reviewed originals, or copies certified or otherwise identified to our satisfaction, of the Registration Statement and the exhibit thereto and such other documents and matters of law and fact as we have considered necessary or appropriate. In addition, we have not made an independent investigation or audit of the facts set forth in the above referenced documents or otherwise provided to us. We have assumed (i) the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies, (ii) that the Rights Offering will be consummated as described in the Registration Statement; (iii) that the statements concerning the terms of the Rights Offering set forth in the Registration Statement are true, complete and correct and will remain true, complete and correct at all relevant times; and (iv) that any such statements made in the Registration Statement qualified by knowledge, intention, belief or any other similar qualification are true, complete and correct, and will remain true, complete and correct at all relevant times, in each case as if made without such qualification. If any of the above described assumptions are untrue for any reason or if the Rights Offering is consummated in a manner that is different from the manner described in the Registration Statement, our opinion as expressed below may be adversely affected.

Based upon and subject to the foregoing, and our consideration of such other matters of fact and law as we have considered necessary or appropriate, we hereby confirm to you that the statements set forth under the caption "Material U.S. Federal Income Tax Consequences" in the Registration Statement, to the extent such statements summarize U.S. federal income tax law, and subject to the limitations, qualifications, exceptions, and assumptions set forth herein and therein, constitute our opinion as to the material United States federal income tax consequences of the Rights Offering to holders of Common Stock and to holders of warrants to purchase Common Stock issued in October 2015, April 2016, and April 2017.

We express no opinion on any issue relating to the tax consequences of the transactions contemplated by the Registration Statement other than the opinion set forth above. Our opinion set forth above is based on the Internal Revenue Code of 1986, as amended, Treasury Regulations promulgated thereunder, administrative pronouncements and judicial precedents, all as of the date hereof. The foregoing authorities may be repealed, revoked or modified, and any such change may have retroactive effect. Any change in applicable laws or facts and circumstances surrounding the Rights Offering, or any inaccuracy in the statements, facts, assumptions and representations on which we have relied may affect the validity of the opinion set forth herein. We assume no responsibility to inform the Company of any such change or inaccuracy that may occur or come to our attention.

Our opinion is not binding on the Internal Revenue Service or a court. There can be no assurance that the Internal Revenue Service will not take a contrary position or that a court would agree with our opinion if litigated.

We are furnishing this opinion in connection with the filing of the Registration Statement and this opinion is not to be relied upon for any other purpose without our prior written consent. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Sheppard, Mullin, Richter & Hampton, LLP

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Consent of Independent Registered Public Accounting Firm

ContraVir Pharmaceuticals, Inc.
Edison, New Jersey

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated March 23, 2018 and our report dated September 28, 2017, relating to the consolidated financial statements of ContraVir Pharmaceuticals, Inc. Our reports on the consolidated financial statements contain an explanatory paragraph regarding the Company's ability to continue as a going concern.

We also consent to the reference to us under the caption "Experts" in the Prospectus incorporated by reference into such Registration Statement.

/s/ BDO USA, LLP

Woodbridge, New Jersey
June 22, 2018
