

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

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

TSCAN THERAPEUTICS, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

82-5282075
(I.R.S. Employer
Identification Number)

830 Winter Street
Waltham, Massachusetts 02451
(857) 399-9500
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

David Southwell
President and Chief Executive Officer
TScan Therapeutics, Inc.
830 Winter Street
Waltham, Massachusetts 02451
(857) 399-9500
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Timothy H. Ehrlich
Jeffrey R. Vetter
Keith J. Scherer
Gunderson Dettmer Stough Villeneuve
Franklin & Hachigian, LLP
One Marina Park Drive, Suite 900
Boston, Massachusetts 02210
(617) 648-9100

Richard D. Truesdell Jr.
Marcel R. Fausten
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

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. (Registration No. 333-255491)

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

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 (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.0001 par value per share	479,167	\$15.00	\$7,187,505	\$784.16

- (1) 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 no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1, as amended (Registration No. 333-255491), is hereby being registered. Represents only the additional number of shares being registered and includes 62,500 additional shares the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1 (Registration No. 333-255491).
- (2) Calculated in accordance with Rule 457(a) promulgated under the Securities Act of 1933, as amended, based on the initial public offering price.

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**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (“Securities Act”), TScan Therapeutics, Inc. (the “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. 333-255491) (the “Prior Registration Statement”), which the Registrant originally filed with the Commission on April 23, 2021, and which the Commission declared effective on July 15, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock, par value \$0.0001 per share, offered by the Registrant by 479,167 shares, 62,500 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 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, including all amendments and exhibits thereto, are incorporated by reference herein.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
5.1	Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.2	Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (included in Exhibit 5.1)
24.1+	Power of Attorney (included on signature page)

+ Previously filed as Exhibit 24.1 to the Registrant’s Registration Statement on Form S-1 (File No. 333-255491) filed on July 12, 2021.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on this 15th day of July, 2021.

TScan Therapeutics, Inc.

/s/ David Southwell

David Southwell

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>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Southwell</u> David Southwell	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	July 15, 2021
<u>/s/ Brian Silver</u> Brian Silver	Senior Vice President and Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	July 15, 2021
<u>*</u> Timothy Barberich	Chairman	July 15, 2021
<u>*</u> Stephen Biggar, M.D., Ph.D.	Director	July 15, 2021
<u>*</u> Katina Dorton	Director	July 15, 2021
<u>*</u> Gabriela Gruia, M.D.	Director	July 15, 2021
<u>*</u> Ittai Harel	Director	July 15, 2021
<u>*</u> Andrew Hedin	Director	July 15, 2021
<u>*</u> Christoph Westphal, M.D., Ph.D.	Director	July 15, 2021
<u>*</u> Nandita Shangari, Ph.D.	Director	July 15, 2021

*By: /s/ David Southwell

David Southwell

Attorney-in-fact



SILICON VALLEY
ANN ARBOR
BEIJING
BOSTON
LOS ANGELES
NEW YORK
SAN DIEGO
SAN FRANCISCO
SINGAPORE

July 15, 2021

TScan Therapeutics, Inc.
830 Winter Street
Waltham, Massachusetts 02451

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the sale by TScan Therapeutics, Inc., a Delaware corporation (the "**Company**"), of up to an aggregate of 479,167 shares of the Company's common stock, par value \$0.0001 per share (the "**Shares**"), (including up to 62,500 shares that may be sold pursuant to the exercise of an option granted by the Company to the underwriters), pursuant to the Registration Statement on Form S-1 (the "**Registration Statement**") filed with the Securities and Exchange Commission (the "**Commission**") pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended (the "**Act**"). The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-255491), which was declared effective on July 15, 2021 (the "**Prior Registration Statement**"), including the prospectus which forms a part of the Prior Registration Statement (the "**Prospectus**"). We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company and the underwriters (the "**Underwriting Agreement**").

In connection with this opinion, we have examined and relied upon the Registration Statement and the originals or copies certified to our satisfaction of such other documents, records, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. With your consent, we have relied upon certificates and other assurances of officers of the Company as to factual matters without having independently verified such factual matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents submitted to us as copies thereof and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares. Our opinion is limited to the matters stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Our opinion herein is expressed solely with respect to the federal laws of the United States and the General Corporation Law of the State of Delaware (the "**DGCL**"). Our opinion is based on these laws as in effect on the date hereof, and we disclaim any obligation to advise you of facts, circumstances, events or developments which hereafter may be brought to our attention and which may alter, affect or modify the opinion expressed herein. We are not rendering any opinion as to compliance with any federal or state antifraud law, rule or regulation relating to securities, or to the sale or issuance thereof.

GUNDERSON DETTMER STOUGH VILLENEUVE FRANKLIN & HACHIGIAN, LLP
ONE MARINA PARK DRIVE, SUITE 900, BOSTON, MA 02210 / PHONE: 617.648.9100 / FAX: 617.648.9199

Subject to the foregoing and the other matters set forth herein, it is our opinion that when the Shares to be issued and sold by the Company are issued and paid for in accordance with the terms of the Underwriting Agreement, such Shares will be validly issued, fully paid and nonassessable.

We consent to the reference to our firm under the caption "Legal matters" in the prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ Gunderson Dettmer Stough
Villeneuve Franklin & Hachigian, LLP

GUNDERSON DETTMER STOUGH
VILLENEUVE FRANKLIN & HACHIGIAN, LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference use in this Registration Statement on Form S-1 MEF of our report dated March 19, 2021 (May 14, 2021 as to the effects of the reverse stock split discussed in Note 14) relating to the financial statements of TScan Therapeutics, Inc. included in Registration Statement No. 333-255491 on Form S-1 of TScan Therapeutics, Inc. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
July 15, 2021