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

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

RALLYBIO CORPORATION
(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)

85-1083789
(I.R.S. Employer
Identification Number)

**234 Church Street, Suite 1020
New Haven, CT 06510
(203) 859-3820**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Martin W. Mackay, Ph.D.
Chief Executive Officer
234 Church Street, Suite 1020
New Haven, CT 06510
(203) 859-3820**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Marc Rubenstein
Zachary Blume
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199-3600
(617) 951-7000**

**Michael Greco
General Counsel
234 Church Street, Suite 1020
New Haven, CT 06510
(203) 859-3820**

**Lisa Firenze
Molly W. Fox
Wilmer Cutler Pickering Hale & Dorr LLP
7 World Trade Center
250 Greenwich Street
New York, NY 10007
(212) 230-8880**

**Approximate date of commencement of proposed sale to 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. 333-257655

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

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	Proposed Maximum Aggregate Offering Price (2)	Amount of registration fee(3)
Common Stock, par value \$0.0001 per share	517,500	\$13.00	\$6,727,500	\$734

- (1) Represents only the additional number of shares being registered and includes 67,500 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares of common stock. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-257655).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.
- (3) The registrant previously registered securities with an aggregate offering price not to exceed \$99,187,500 on a Registration Statement on Form S-1 (File No. 333-257655), which was declared effective by the Securities and Exchange Commission on July 28, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$6,727,500 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

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 By Reference

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). This Registration Statement relates to the public offering of common stock, par value \$0.0001 per share (“Common Stock”), of Rallybio Corporation (the “Registrant”), contemplated by the Registration Statement on [Form S-1](#), as amended (File No. 333-257655), initially filed by Rallybio Corporation with the Securities and Exchange Commission (the “Commission”) on July 2, 2021 (as amended, the “Prior Registration Statement”) pursuant to the Securities Act, which was declared effective by the Commission on July 28, 2021. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

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 517,500, which includes 67,500 additional shares that the underwriters have the option to purchase. The additional shares of Common Stock 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 required opinion and consents are listed in Part II, Item 16 hereto and filed herewith.

PART II

Information Not Required in Prospectus

Item 16. Exhibit List

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Deloitte & Touche LLP independent registered public accounting firm
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-257655), originally filed with the Securities and Exchange Commission on July 2, 2021 and incorporated by reference herein.

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 New Haven, Connecticut, on July 28, 2021.

RALLYBIO CORPORATION

By: /s/ Martin W. Mackay
Martin W. Mackay, Ph.D.
Chief Executive Officer

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/ Martin W. Mackay</u> Martin W. Mackay, Ph.D.	Chief Executive Officer and Director (Principal Executive Officer)	July 28, 2021
<u>/s/ Jeffrey M. Fryer</u> Jeffrey M. Fryer, CPA	Chief Financial Officer and Treasurer (Principal Accounting and Financial Officer)	July 28, 2021
<u>*</u> Helen M. Boudreau	Director	July 28, 2021
<u>*</u> Rob Hopfner, R.Ph., Ph.D.	Director	July 28, 2021
<u>*</u> Ronald M. Hunt	Director	July 28, 2021
<u>*</u> Lucian Iancovici, M.D.	Director	July 28, 2021
<u>*</u> Kush M. Parmar, M.D., Ph.D.	Director	July 28, 2021
<u>*</u> Timothy Shannon, M.D.	Director	July 28, 2021
<u>*</u> Paula Soteropoulos	Director	July 28, 2021

*By: /s/ Martin W. Mackay
Martin W. Mackay, Ph.D.
Attorney-in-Fact



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

July 28, 2021

Rallybio Corporation
234 Church Street, Suite 1020
New Haven, CT 06510

Ladies and Gentlemen:

We have acted as counsel to Rallybio Corporation, a Delaware corporation (the "Company"), in connection with (i) the Registration Statement on Form S-1 (File No. 333-257655) (as amended through the date hereof, the "Initial Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), and (ii) the second Registration Statement on Form S-1 filed by the Company pursuant to Rule 462(b) under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with the filing of the 462(b) Registration Statement, related to the registration of up to 517,500 shares of the common stock, \$0.0001 par value per share, of the Company (the "Securities"), which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares, if any. The Securities are proposed to be sold pursuant to the underwriting agreement (the "Underwriting Agreement") by and among the Company and Jefferies LLC, Cowen and Company, LLC and Evercore Group, L.L.C., as representatives of the underwriters named therein.

In connection with this opinion letter, we have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officials and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Securities have been duly authorized and, when issued and delivered pursuant to the Underwriting Agreement and against payment of the consideration set forth therein, will be, validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the 462(b) Registration Statement and to the use of our name therein and in the related prospectus under the caption "Legal Matters." 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 Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 27, 2021 relating to the financial statements of Rallybio Holdings, LLC included in Registration Statement No. 333-257655 on Form S-1 of Rallybio Corporation. We also consent to the reference to us under the heading “Experts” in Registration Statement No. 333-257655.

/s/ Deloitte & Touche LLP

Hartford, Connecticut
July 28, 2021