

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

**Form S-1  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933**

**SI-BONE, INC.**

(Exact Name of Registrant as Specified in its Charter)

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

**3841**  
(Primary Standard Industrial  
Classification Code Number)

**26-2216351**  
(I.R.S. Employer  
Identification Number)

**SI-BONE, Inc.**  
**471 El Camino Real, Suite 101**  
**Santa Clara, California 95050**  
**(408) 207-0700**

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

**Laura A. Francis**  
**Chief Financial Officer**  
**SI-BONE, Inc.**  
**471 El Camino Real, Suite 101**  
**Santa Clara, California 95050**  
**(408) 207-0700**

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

**Matthew B. Hemington**  
**John T. McKenna**  
**Cooley LLP**  
**3175 Hanover Street**  
**Palo Alto, California 94304**  
**(650) 843-5000**

*Copies to:*  
**Michael A. Pisetsky**  
**General Counsel**  
**SI-BONE, Inc.**  
**471 El Camino Real, Suite 101**  
**Santa Clara, California 95050**  
**(408) 207-0700**

**Michael Benjamin**  
**Peter J. Sluka**  
**Latham & Watkins LLP**  
**885 Third Avenue**  
**New York, New York 10022**  
**(212) 906-1200**

**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. 333-227445)

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. (Check one):

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 <sup>(1)(2)</sup>	Proposed Maximum Offering Price Per Share <sup>(3)</sup>	Proposed Maximum Aggregate Offering Price <sup>(1)(3)</sup>	Amount of Registration Fee <sup>(4)</sup>
Common Stock, par value \$0.0001 per share	1,380,000	\$15.00	\$20,700,000	\$2,509

(1) Includes 180,000 shares that the underwriters have the option to purchase.

(2) The Registrant is registering 1,380,000 shares pursuant to this Registration Statement, which shares are in addition to the 6,900,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-227445).

(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.**

## EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, SI-BONE, Inc. (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. 333-227445) (the “**Prior Registration Statement**”), which the Registrant originally filed with the Commission on September 20, 2018, and which the Commission declared effective on October 16, 2018.

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 1,380,000 shares, 180,000 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.

## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#"><u>Opinion of Cooley LLP.</u></a>
23.1	<a href="#"><u>Consent of Cooley LLP (contained in Exhibit 5.1).</u></a>
23.2	<a href="#"><u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</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. 333-227445) filed on September 20, 2018).</u></a>





Matthew B. Hemington  
+1 650 843 5062  
hemingtonmb@cooley.com

October 16, 2018

SI-BONE, Inc.  
471 El Camino Real, Suite 101  
Santa Clara, CA 95050

Ladies and Gentlemen:

You have requested our opinion, as counsel to SI-BONE, Inc., 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 1,380,000 shares of the Company's common stock, par value \$0.0001 per share (the "**Shares**") including 180,000 Shares that may be sold pursuant to the exercise of an option to purchase additional shares. The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-227445), which was declared effective on October 16, 2018 (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 (i) examined and relied upon (a) the Registration Statement, the Prior Registration Statement and Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as currently in effect as of the date hereof, (c) the forms of the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws filed as Exhibits 3.2 and 3.4, to the Prior Registration Statement, respectively, each of which is to be in effect prior to the closing of the offering contemplated by the Prior Registration Statement and (d) the 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 and (ii) assumed that the Amended and Restated Certificate of Incorporation referred to in clause (i)(c) is filed with the Secretary of State of the State of Delaware before issuance of the Shares. We have undertaken no independent verification with respect to such 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 and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters. Our opinion is expressed only with respect to the DGCL. 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 3175 Hanover Street Palo Alto, CA 94304-1130  
t: (650) 843-5000 f: (650) 849-7400 cooley.com



SI-BONE, Inc.  
October 16, 2018  
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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.

Sincerely,

Cooley LLP

By: /s/ Matthew B. Hemington  
Matthew B. Hemington

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130  
t: (650) 843-5000 f: (650) 849-7400 cooley.com

## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated July 31, 2018, except for the effects of the reverse stock split discussed in Note 2 to the consolidated financial statements, as to which the date is October 5, 2018, relating to the financial statements, which appears in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-227445) of SI-BONE, Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 1 to the Registration Statement on Form S-1 (No. 333-227445) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Jose, California  
October 16, 2018