

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Zymergen Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

8731
(Primary Standard Industrial
Classification Code Number)

46-2942439
(I.R.S. Employer
Identification Number)

5980 Horton Street, Suite 105
Emeryville CA 94608
(415) 801-8073

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

Josh Hoffman
Chief Executive Officer
5980 Horton Street, Suite 105
Emeryville, CA 94608
(415) 801-8073

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

With copies to:

Sarah K. Solum
Pamela L. Marcogliese
Freshfields Bruckhaus Deringer US LLP
2710 Sand Hill Road
Menlo Park, CA 94025
(650) 618-9250

Mina Kim
Zymergen Inc.
5980 Horton Street, Suite 105
Emeryville, CA 94608
(415) 801-8073

Rezwan D. Pavri
Andrew T. Hill
Andrew S. Gillman
Wilson Sonsini Goodrich & Rosati, P.C.
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-254612

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

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	Shares to be Registered ⁽¹⁾	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee ⁽²⁾
Common Stock, par value \$0.001 per share	2,909,500	\$31.00	\$90,194,500	\$9,840.22

(1) Represents only the additional number of shares of common stock being registered and includes 379,500 additional shares of common stock that 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, as amended (File No. 333-254612).

(2) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, for the purpose of determining the registration fee. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$484,840,000 on the Registration Statement on Form S-1, as amended (File No. 333-254612). In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$90,194,500 are hereby registered.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.

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

Zymergen Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-254612) (the “Prior Registration Statement”).

The Registrant is filing this Registration Statement for the sole purpose of increasing by 2,909,500 shares the number of shares of its common stock, par value \$0.001 per share, to be registered for sale, 379,500 of which may be sold by the Registrant upon exercise of the underwriters’ option to purchase additional shares. 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 opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Freshfields Bruckhaus Deringer US LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Freshfields Bruckhaus Deringer US LLP (included in Exhibit 5.1).
24.1**	Power of Attorney (included on page II-6 of the Registration Statement on Form S-1 (File No. 333-254612) filed on March 23, 2021).

** Previously filed.

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 San Francisco, state of California, on the 21st day of April, 2021.

Zymergen Inc.

By: /s/ Josh Hoffman

Name: Josh Hoffman

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ Josh Hoffman</u> Josh Hoffman	Chief Executive Officer (Principal Executive Officer)	April 21, 2021
<u>/s/ Enakshi Singh</u> Enakshi Singh	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 21, 2021
<u>*</u> Steven Chu	Director	April 21, 2021
<u>*</u> Jay T. Flatley	Director, Chairperson	April 21, 2021
<u>*</u> Christine M. Gorjanc	Director	April 21, 2021
<u>*</u> Travis Murdoch	Director	April 21, 2021
<u>*</u> Matthew A. Ocko	Director	April 21, 2021
<u>*</u> Sandra E. Peterson	Director	April 21, 2021
<u>*</u> Zach Serber	Director	April 21, 2021
<u>*</u> Rohit Sharma	Director	April 21, 2021
* By: <u>/s/ Enakshi Singh</u> Enakshi Singh Attorney-in-Fact		



Silicon Valley
2710 Sand Hill Road
Menlo Park, CA 94025
T +1 650 618 9250 (Switchboard)
www.freshfields.com

Zymergen Inc.
5980 Horton Street, Suite 105
Emeryville, CA 94608

April 21, 2021

Ladies and Gentlemen:

We are acting as counsel to Zymergen Inc., a Delaware corporation (the **Company**), in connection with the filing with the Securities and Exchange Commission a Registration Statement on Form S-1 (the **Registration Statement**) pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the **Securities Act**), in connection with the registration under the Securities Act of 2,909,500 shares of common stock (including up to 379,500 of common stock which may be sold pursuant to the exercise of the underwriters' option to purchase additional shares), \$0.001 par value per share (the **Shares**), to be issued and sold by the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-254612), as amended (the **Prior Registration Statement**), including the prospectus which forms part of the Registration Statement.

This opinion is confined to the laws of the State of New York and the General Corporation Law of the State of Delaware. Accordingly, we express no opinion herein with regard to any other laws. The opinions expressed herein are limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein. We do not undertake to advise you of changes in law or facts that may come to our attention after the date of this letter.

We, as your counsel, have examined originals or copies of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary or advisable for the purpose of rendering this opinion.

In rendering the opinion expressed herein, we have, without independent inquiry or investigation, assumed that (i) all documents submitted to us as originals are authentic and complete, (ii) all documents submitted to us as copies conform to authentic, complete originals, (iii) all signatures on all documents that we reviewed are genuine, (iv) all natural persons executing documents had and have the legal capacity to do so, (v) all statements in certificates of public officials and officers of the Company that we reviewed were and are accurate and (vi) all representations made by the Company as to matters of fact in the documents that we reviewed were and are accurate.

Based upon and subject to the foregoing, and subject also to the qualifications set forth below, and having considered such questions of law as we have deemed relevant and necessary as a basis for the opinion expressed below, we are of the opinion that when the Shares have been issued and delivered against payment therefor in accordance with the terms of the Underwriting Agreement referred to in the prospectus included in the Registration Statement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to the reference to our name under the caption "Legal Matters" in the prospectus included in the Prior Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Freshfields Bruckhaus Deringer US LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 filed pursuant to Rule 462(b) (the "Registration Statement") 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 March 8, 2021 (except for paragraph 2 of Note 2 and paragraph 4 of Note 17, as to which the date is April 14, 2021), with respect to the consolidated financial statements of Zymergen Inc. included in the Registration Statement and related Prospectus of Zymergen Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Redwood City, California
April 21, 2021
