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

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

BEAM 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)

81-5238376
(I.R.S. Employer
Identification Number)

**26 Landsdowne Street
Cambridge, MA 02139
857-327-8775**

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

John Evans
Chief Executive Officer
26 Landsdowne Street
Cambridge, MA 02139
857-327-8775

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

Copies to:

Marc Rubenstein, Esq.
Thomas J. Danielski, Esq.
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199
(617) 951-7000

Deanna Kirkpatrick, Esq.
Yasin Keshvargar, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333- 233985

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

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	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed maximum aggregate offering price	Amount of registration fee(2)
Common Stock, \$0.01 par value	1,538,971	\$17.00	\$26,162,507	\$3,395.89

- (1) Represents only the additional number of shares being registered and includes 200,735 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. 333-233985).
- (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. The registrant previously registered securities at an aggregate offering price not to exceed \$180,837,500 on a Registration Statement on Form S-1 (File No. 333-233985), which was declared effective by the Securities and Exchange Commission on February 5, 2020. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$26,162,507 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"). The contents of the Registration Statement on Form S-1 (File No. 333-233985) filed by Beam Therapeutics Inc. with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on February 5, 2020, are incorporated by reference into this Registration Statement.

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

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Deloitte & Touche LLP
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. 333-233985), originally filed with the Securities and Exchange Commission on September 27, 2019 and incorporated by reference herein.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, State of Massachusetts, on February 5, 2020.

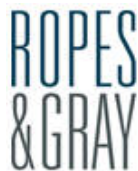
BEAM THERAPEUTICS INC.

By: /s/ John Evans
John Evans
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-1 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/ John Evans</u> John Evans	Chief Executive Officer (Principal Executive Officer)	February 5, 2020
<u>/s/ Terry-Ann Burrell</u> Terry-Ann Burrell	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 5, 2020
<u>*</u> Kristina Burow	Director	February 5, 2020
<u>*</u> Graham Cooper	Director	February 5, 2020
<u>*</u> Mark Fishman, M.D.	Director	February 5, 2020
<u>*</u> Stephen Knight, M.D.	Director	February 5, 2020
<u>*</u> Carole Ho, M.D.	Director	February 5, 2020
<u>*</u> Robert Nelsen	Director	February 5, 2020

*By: /s/ John Evans
John Evans
Attorney-in-Fact



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

February 5, 2020

Beam Therapeutics Inc.
26 Landsdowne Street
Cambridge, MA 02139

Ladies and Gentlemen:

We have acted as counsel to Beam Therapeutics Inc., a Delaware corporation (the "Company"), in connection with (i) the Registration Statement on Form S-1 (File No. 333-233985) (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 1,538,971 shares of the common stock, \$0.01 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 J.P. Morgan Securities LLC, Jefferies LLC and Barclays Capital Inc., 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 July 26, 2019 (January 24, 2020 as to the effects of the reverse stock split described in Note 16) relating to the financial statements of Beam Therapeutics Inc., appearing in Registration Statement No. 333-233985 on Form S-1 of Beam Therapeutics Inc. We also consent to the reference to us under the heading “Experts” appearing in Registration Statement No. 333-233985 on Form S-1 of Beam Therapeutics Inc.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
February 5, 2020