

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BONE BIOLOGICS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware	2834	42-1743430
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

2 Burlington Woods Drive, Suite 100
Burlington, MA 01803
(781) 552-4452
(Address and telephone number of registrant’s principal executive offices)

Jeffrey Frelick
Chief Executive Officer
Bone Biologics Corporation
2 Burlington Woods Drive, Suite 100
Burlington, MA 01803
(781) 552-4452
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

David Ficksman, Esq. TroyGould PC 1801 Century Park East, 16 th Floor Los Angeles, CA 90067 Tel.: (310) 553-4441	Richard A. Friedman, Esq. Stephen Cohen, Esq. Sheppard, Mullin, Richter & Hampton LLP 30 Rockefeller Plaza New York, NY 10112-0015 Tel.: (212) 653-8700
---	--

Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of 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. ☐

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. ☐

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the “SEC”), 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 units (“Units”), each unit consists of: (i) one share of common stock, par value \$0.001 per share; (ii) one Series A warrant to purchase one share of Common Stock; (iii) one Series B warrant to purchase one share of Common Stock; and (iv) one Series C warrant to purchase one share of Common Stock (and the shares issuable from time to time upon exercise of the Warrants), of Bone Biologics Corporation (the “Registrant”), contemplated by the Registration Statement on Form S-1, as amended (File No. 333-267588), initially filed with the SEC by the Registrant on September 23, 2022 (as amended, the “Prior Registration Statement”) pursuant to the Securities Act, which was declared effective by the SEC on October 6, 2022. 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 offering price of the Units to be offered in the public offering by \$1,308,000.22, which includes additional shares of Common Stock and/or additional Warrants to purchase shares of Common Stock that the underwriters have the option to purchase, solely to cover over-allotments, if any. The additional Units 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 on an Exhibit Index attached hereto and filed herewith or incorporated by reference herein.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of TroyGould PC
23.1	Consent of Independent Registered Public Accounting Firm (Weinberg & Company)
23.2	Consent of TroyGould PC (included in Exhibit 5.1)
24.1*	Power of Attorney
107	Calculation of Registration Fee

* Previously filed on the signature page to the Registrant’s Registration Statement on Form S-1, as amended (File No 333-267588), initially filed with the SEC on September 23, 2022 and incorporated by reference therein.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Burlington, MA, on this 7th day of October 2022.

BONE BIOLOGICS CORPORATION

By: /s/ Jeffrey Frelick
Jeffrey Frelick
Chief Executive Officer and President

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

Signature	Title	Date
<u>/s/ Jeffrey Frelick</u> Jeffrey Frelick	Chief Executive Officer and Director (principal executive officer)	October 7, 2022
<u>*</u> Deina H. Walsh	Chief Financial Officer (principal financial and accounting officer)	October 7, 2022
<u>*</u> Don R. Hankey	Director	October 7, 2022
<u>*</u> Bruce Stroever	Director	October 7, 2022
<u>*</u> Stephen R. LaNeve	Director	October 7, 2022
<u>*</u> Erick Lucera	Director	October 7, 2022
<u>*</u> Siddhesh Angle	Director	October 7, 2022
<u>/s/ Jeffrey Frelick</u> Attorney-in-Fact		October 7, 2022



TroyGould pc
1801 Century Park East, 16th Floor
Los Angeles, California 90067-2367
Tel (310) 553-4441 | **Fax** (310) 201-4746
www.troygould.com

David L. Ficksman • (310) 789-1290 • dficksman@troygould.com

File No. 03671-0001

October 7, 2022

Bone Biologics Corporation
2 Burlington Woods Drive
Suite 100
Burlington, MA 01803

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Bone Biologics Corporation, a Delaware corporation (the “Company”), in connection (i) with the preparation of the Company’s registration statement on Form S-1, Registration No. 333- 267588, under the Securities Act of 1933, as amended (the “Securities Act”), initially filed by the Company with the Securities and Exchange Commission (the “Commission”) on September 23, 2022, as thereafter amended or supplemented (the “Prior Registration Statement”) and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the “462(b) Registration Statement”, and together with the Prior Registration Statement, the “Registration Statement”). This opinion letter is being furnished to you in connection with your filing of the 462(b) Registration Statement relating to the registration of the offering by the Company of (A) a proposed maximum aggregate offering price of \$5,865,000 of units (“Units”), each Unit consisting of: (i) one share of common stock, par value \$0.001 per share (the “Common Stock” and each such share of Common Stock, a “Share” and collectively, the “Shares”) and (ii) one Series A warrant, one Series B warrant and one Series C warrant (collectively, the “Common Stock Warrants”) to purchase one share of Common Stock (the “Common Stock Warrant Shares”) and (B) a proposed maximum aggregate offering price of \$305,998 of warrants (the “Underwriter Warrants” and together with the Common Stock Warrants, the “Warrants”) to purchase shares of Common Stock (the “Underwriter Warrant Shares” and together with the Common Stock Warrant Shares, the “Warrant Shares”) to be issued to WallachBeth Capital, LLC (the “Underwriter”) as compensation for its services pursuant to an underwriting agreement to be entered into by and between the Company and the Underwriter, substantially in the form of which was filed as Exhibit 1.1 to the Registration Statement (the “Underwriting Agreement”). The Shares and the Warrant Shares are collectively referred to as the “Securities.” This opinion is in addition to our opinion that was filed as Exhibit 5.1 to the Company’s Prior Registration Statement.



Bone Biologics Corporation
October 7, 2022
Page 2

In rendering the opinion set forth herein, we have examined the originals, or photostatic or certified copies, of (i) the Amended and Restated Certificate of Incorporation and Bylaws of the Company, (ii) certain resolutions of the Board of Directors of the Company related to the filing of the Registration Statement, the authorization and issuance of the Securities and related matters, (iii) the Registration Statement and all exhibits thereto, (iv) the form of Warrant Agent Agreement to be entered into with Equinti, as warrant agent (the “Warrant Agent”), including the form of Common Stock Warrant contained therein, (v) the form of Underwriting Agreement to be entered into with the Underwriter, (vi) the form of the Underwriter Warrant, and (vii) such other records, documents and instruments as we deemed relevant and necessary for purposes of the opinion stated herein.

In making the foregoing examination we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic or certified copies, and the authenticity of the originals of such copies. As to all questions of fact material to this opinion, where such facts have not been independently established, we have relied, to the extent we have deemed reasonably appropriate, upon representations or certificates of officers of the Company or governmental officials.

We have assumed that the specific terms of the sale of Securities will be duly authorized by the Board of Directors of the Company, a duly authorized committee thereof or a person or body pursuant to an authorization granted in accordance with Section 152 of the General Corporation Law of the State of Delaware.

We do not express any opinion herein concerning any law other than the General Corporation Law of the State of Delaware.

Based upon the foregoing, and subject to the qualifications, assumptions, limitations and exceptions stated herein, we are of the opinion that:

1. Based upon the foregoing and subject to the qualifications and provisions set forth herein, we are of the opinion as of this date that the Warrants have been duly authorized by the Company and when executed, issued and delivered by the Company in accordance with the Warrant Agent Agreement and paid for as contemplated by the Underwriting Agreement and in a manner described in the Registration Statement, the Warrants will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms.



Bone Biologics Corporation
October 7, 2022
Page 3

2. Based upon the foregoing and subject to the qualifications and provisions set forth herein, we are of the opinion as of this date that the Underwriting Warrants have been duly authorized by the Company and when executed, issued and delivered by the Company in accordance with the Underwriting Agreement and in a manner described in the Registration Statement, the Underwriting Warrants will be valid and legally binding obligations of the Company, enforceable against the Company in accordance with their terms.

3. Based upon the foregoing and subject to the qualifications and provisions set forth herein, we are of the opinion as of this date that the Shares have been duly authorized by the Company and when issued by the Company against payment therefor in accordance with the Underwriting Agreement and in a manner described in the Registration Statement, the Shares will be validly issued, fully paid and nonassessable.

4. Based upon the foregoing and subject to the qualifications and provisions set forth herein, we are of the opinion as of this date that the Warrant Shares have been duly authorized by the Company, and assuming that the full consideration for each Warrant Share issuable upon exercise of the Warrants, as applicable, is received by the Company, and the Warrants, as applicable, (i) are exercised, in accordance with their terms, and (ii) are executed, issued and delivered by the Company in accordance with the Underwriting Agreement and in a manner described in the Registration Statement, the Warrant Shares will be validly issued, fully paid and nonassessable.

This opinion speaks only as of the date hereof. We expressly disclaim any responsibility to advise you of any development or circumstance of any kind, including any change of law or fact, that may occur after the date of this opinion that might affect the opinions expressed therein.

We hereby consent to the submission of this opinion to the Commission as an exhibit to the Registration Statement. We hereby also consent to the reference to our firm under the caption "Legal Matters" in the Registration Statement. We do not admit in providing such consent that we are included within the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations of the Commission thereunder.

Sincerely,

/s/ TroyGould PC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1, pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated March 15, 2022 (which includes an explanatory paragraph regarding Bone Biologics Corporation’s ability to continue as a going concern), relating to the consolidated financial statements of Bone Biologics Corporation as of December 31, 2021 and 2020, and for the years then ended, which appear in Bone Biologics Corporation’s Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Securities and Exchange Commission on March 15, 2022. We also consent to the reference to our firm under the caption “Experts” in Amendment No. 2 to the Registration Statement on Form S-1 (Registration No. 333-267588) of Bone Biologics Corporation.

/s/ Weinberg & Company, P.A.
Los Angeles, California
October 7, 2022

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽⁷⁾	Amount of Registration Fee ⁽¹⁾
Units ⁽³⁾	\$ 865,000.35	\$ 95.32
Shares of Common Stock, par value \$0.001 per share, included in the Units ⁽⁴⁾		
Series A Warrants included in the Units ⁽⁸⁾		
Series B Warrants included in the Units ⁽⁹⁾		
Series C Warrants included in the Units ⁽¹⁰⁾		
Shares of Common Stock underlying the Series A Warrants included in the Units ⁽⁴⁾	\$ 138,000.41	\$ 15.21
Shares of Common Stock underlying the Series B Warrants included in the Units ⁽⁴⁾	\$ 115,000.35	\$ 12.67
Shares of Common Stock underlying the Series C Warrants included in the Units ⁽⁴⁾	\$ 184,000.55	\$ 20.28
Warrants to purchase common stock to be issued to the Underwriters ⁽⁵⁾⁽⁶⁾	\$ -	\$ -
Common stock issuable upon exercise of warrants to purchase common stock to be issued to the Underwriters ⁽⁵⁾	\$ 5,998.56	\$ 0.66
Total	\$ 1,308,000.22	\$ 144.14
Total Fees Previously Paid		72.51
Net Fees Due		\$ 71.63

- (1) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the “Securities Act”), based on the proposed maximum aggregate offering price. The Registrant previously registered securities on a Registration Statement on Form S-1, as amended (File No. 333-267588), which was declared effective by the Securities and Exchange Commission on October 6, 2022. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$1,308,000.22 is hereby registered, which includes the additional shares of common stock and warrants to purchase shares of common stock issuable upon the exercise of the underwriters’ option to purchase additional shares of common stock and warrants to purchase shares of common stock to cover over-allotments, if any.
- (2) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price of the securities registered hereunder to be sold by the registrant.
- (3) Each Unit consists of: (i) one share of Common Stock; (ii) one Series A Warrant; (iii) one Series B Warrant and (iv) one Series C Warrant, each whole warrant exercisable for one share of common stock.
- (4) Includes up to an additional 15% of the number of shares of common stock that are part of the Units that the underwriters have the option to purchase to cover over-allotments, if any.
- (5) We have agreed to issue to the underwriters, upon closing of this offering, Warrants to purchase 5% of the number of shares of common stock sold in this offering. Resales of shares of common stock issuable upon exercise of the underwriters’ warrants are being similarly registered on a delayed or continuous basis. We have calculated the proposed maximum aggregate offering price of the common stock underlying the underwriters’ warrants by assuming that such warrants are exercisable at a price per share equal to 120% of the price per share sold in this offering.
- (6) No fee required pursuant to Rule 457(g).
- (7) Pursuant to Rule 416 under the Securities Act, there is also being registered hereby such indeterminate number of additional shares of common stock of the Registrant as may be issued or issuable because of stock splits, stock dividends, stock distributions, and similar transactions.
- (8) Series A Warrants are exercisable at a price per common share of \$ 3.12.
- (9) Series B Warrants are exercisable at a price per common share of \$ 2.60.
- (10) Series C Warrants are exercisable at a price per common share of \$ 4.16.

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