

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

**FORM S-1  
REGISTRATION STATEMENT**

*Under  
The Securities Act of 1933*

**CODIAK BIOSCIENCES, 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)

**47-4926530**  
(I.R.S. Employer  
Identification Number)

**35 CambridgePark Drive, Suite 500  
Cambridge, MA 02140  
(617) 949-4100**

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

**Douglas E. Williams, Ph.D.**  
**President and Chief Executive Officer**  
**35 CambridgePark Drive, Suite 500  
Cambridge, MA 02140  
(617) 949-4100**

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

*Copies to:*

**Stephen M. Davis  
Daniel A. Lang  
Goodwin Procter LLP  
The New York Times Building  
620 Eighth Avenue  
New York, NY 10018  
(212) 813-8800**

**Linda C. Bain  
Yalonda Howze  
35 CambridgePark Drive, Suite 500  
Cambridge, MA 02140  
(617) 949-4100**

**Patrick O'Brien  
Thomas J. Danielski  
Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199  
(617) 951-7000**

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, as amended, 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. 333-252888

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   
Non-Accelerated Filer

Accelerated Filer   
Smaller Reporting Company   
Emerging Growth Company

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum aggregate offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee(2)</b>
Common stock, \$0.0001 par value per share	287,500	\$23.19	\$6,667,125.00	\$727.39

- (1) Represents only the additional number of shares being registered and includes 37,500 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-252888).
- (2) The registration fee is calculated in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low sales prices of the registrant's common stock as reported by the Nasdaq Global Market on February 4, 2021. The registrant previously registered securities at an aggregate offering price not to exceed \$66,671,250 on a Registration Statement on Form S-1 (File No. 333-252888), which was declared effective by the Securities and Exchange Commission on February 11, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$6,667,125.00 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

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**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

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## 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”), for the sole purpose of increasing the aggregate number of shares of common stock offered by Codiak BioSciences, Inc. (the “Registrant”) by 287,500 shares, 37,500 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. The contents of the Registration Statement on [Form S-1](#), as amended (File No. 333-252888) (the “Prior Registration Statement”), filed by the Registrant with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act, which was declared effective by the Commission on February 11, 2021, are incorporated by reference into this Registration Statement. 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 required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

### EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Index</u>
5.1	<a href="#">Opinion of Goodwin Procter LLP.</a>
23.1	<a href="#">Consent of Ernst and Young LLP, independent registered public accounting firm.</a>
23.2	<a href="#">Consent of Goodwin Procter LLP (included in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney.</a>

\* Previously filed on the signature page to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-252888), originally filed with the Securities and Exchange Commission on February 9, 2021 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, Massachusetts, on the 11th day of February, 2021.

### CODIAK BIOSCIENCES, INC.

By: /s/ Douglas E. Williams  
Name: Douglas E. Williams, Ph.D.  
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacities and on the date indicated.

NAME	TITLE	DATE
<u>/s/ Douglas E. Williams</u> Douglas E. Williams, Ph.D.	Chief Executive Officer, Director (Principal Executive Officer)	February 11, 2021
<u>/s/ Linda C. Bain</u> Linda C. Bain	Chief Financial Officer (Principal Financial and Accounting Officer)	February 11, 2021
<u>*</u> Steven Gillis, Ph.D.	Chairman of the Board	February 11, 2021
<u>*</u> Karen Bernstein, Ph.D.	Director	February 11, 2021
<u>*</u> Charles L. Cooney, Ph.D.	Director	February 11, 2021
<u>*</u> Jason Haddock	Director	February 11, 2021
<u>*</u> Theo Melas-Kyriazi	Director	February 11, 2021
<u>*</u> Briggs W. Morrison, M.D.	Director	February 11, 2021

\*By: /s/ Douglas E. Williams  
Douglas E. Williams, Ph.D.  
Attorney-in-Fact



February 11, 2021

Codiak BioSciences, Inc.  
35 CambridgePark Drive, Suite 500  
Cambridge, MA 02140

Re: Securities Registered under Registration Statement on Form S-1

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-252888) (as amended or supplemented, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act") 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 Initial 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 Codiak BioSciences, Inc., a Delaware corporation (the "Company") of up to 287,500 shares (the "Shares") of the Company's Common Stock, \$0.0001 par value per share, including 37,500 Shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Underwriting Agreement, the Company Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the Initial Registration Statement. In giving our consent, we do not 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 thereunder.



Codiak BioSciences, Inc.

February 11, 2021

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Very truly yours,

/s/ GOODWIN PROCTER LLP

GOODWIN PROCTER 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) 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 August 6, 2020, except for Note 21(c) as to which the date is October 2, 2020, with respect to the consolidated financial statements of Codiak BioSciences, Inc. included in the Registration Statement (Form S-1 333-252888) and related Prospectus of Codiak BioSciences, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Boston, Massachusetts  
February 11, 2021