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

**FORM S-1
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

BRIDGEBIO PHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

84-1850815
(I.R.S. Employer
Identification Number)

**421 Kipling Street
Palo Alto, CA
(650) 391-9740**

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

**Neil Kumar
Chief Executive Officer
BridgeBio Pharma, Inc.
421 Kipling Street
Palo Alto, CA 94301
(650) 391-9740**

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

**Mitchell S. Bloom
Maggie L. Wong
Goodwin Procter LLP
Three Embarcadero Center, 28th Floor
San Francisco, CA 94111
(415) 733-6000**

**Copies to:
Neil Kumar
Chief Executive Officer
BridgeBio Pharma, Inc.
421 Kipling Street
Palo Alto, CA 94301
(650) 391-9740**

**Marc D. Jaffe
Ian D. Schuman
Joshua M. Dubofsky
Brian J. Cuneo
Latham & Watkins LLP
140 Scott Dr.
Menlo Park, CA 94025
(650) 328-4600**

**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. 333-231759

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

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(1)	Proposed Maximum Aggregate Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Common stock, \$0.001 par value per share	575,000	\$ 17.00	\$ 9,775,000	\$ 1,184.73

- (1) Represents only the additional number of shares being registered and includes 75,000 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-231759).
- (2) Based on the public offering price.
- (3) 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 \$368,000,000 on a Registration Statement on Form S-1 (File No. 333-231759), which was declared effective by the Securities and Exchange Commission on June 26, 2019. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$9,775,000 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 (the "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act") with respect to the registration of additional shares of common stock, par value \$0.001 per share (the "Common Stock") of BridgeBio Pharma, Inc. (the "Registrant"). The contents of the Registration Statement on Form S-1 (File No. 333-231759) (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 June 26, 2019, are incorporated by reference into this Registration Statement. The additional shares of Common Stock that are being registered for 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	Opinion of Goodwin Procter LLP
23.1	Consent of Deloitte & Touche LLP independent registered public accounting firm to BridgeBio Pharma LLC
23.2	Consent of Deloitte & Touche LLP independent registered public accounting firm to BridgeBio Pharma, Inc.
23.3	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed on the signature page to the Registrant's Prior Registration Statement, incorporated by reference herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Palo Alto, California, on the 26th day of June, 2019.

BRIDGEBIO PHARMA, INC.

By: /s/ Neil Kumar, Ph.D.

Neil Kumar, Ph.D.

Chief Executive Officer

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Neil Kumar, Ph.D.</u> Neil Kumar, Ph.D.	Chief Executive Officer, Director (Principal Executive Officer)	June 26, 2019
<u>/s/ Brian C. Stephenson, Ph.D., CFA</u> Brian C. Stephenson, Ph.D., CFA	Chief Financial Officer (Principal Financial and Accounting Officer)	June 26, 2019
<u>*</u> Eric Aguiar, M.D.	Director	June 26, 2019
<u>*</u> Charles Homcy, M.D.	Director	June 26, 2019
<u>*</u> James C. Momtazee	Director	June 26, 2019
<u>*</u> Ali J. Satvat	Director	June 26, 2019
<u>*</u> Richard H. Scheller, Ph.D.	Director	June 26, 2019

*By: /s/ Neil Kumar
Neil Kumar
Attorney-in-fact



Goodwin Procter LLP
Three Embarcadero Center,
28th Floor
San Francisco, CA 94111

goodwinlaw.com

+1 415 733 6000

June 26, 2019

BridgeBio Pharma, Inc.
421 Kipling Street
Palo Alto, CA 94301

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

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-231759) (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 furnished to you in connection with your filing of the 462(b) Registration Statement relating to the registration of the offering by BridgeBio Pharma, Inc., a Delaware corporation (the "Company") of up to 575,000 shares (the "Shares") of the Company's Common Stock, \$0.001 par value per share, including 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 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.

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 this Registration Statement on Form S-1 (filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended) of our report dated April 15, 2019 (May 16, 2019 as to the effects of the restatements discussed in Note 2 and Note 7) relating to the combined and consolidated financial statements of BridgeBio Pharma LLC appearing in the Prospectus, which is part of this Registration Statement No. 333-231759 on Form S-1, and to the reference to us under the heading “Experts” in such Prospectus.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California

June 26, 2019

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to incorporation by reference in this Registration Statement on Form S-1 (filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended) of our report dated May 24, 2019 relating to the financial statement of BridgeBio Pharma, Inc. appearing in the Prospectus, which is part of this Registration Statement No. 333-231759 on Form S-1, and to the reference to us under the heading “Experts” in such Prospectus.

/s/ DELOITTE & TOUCHE LLP

San Francisco, California

June 26, 2019