**As filed with the Securities and Exchange Commission on July 23, 2026**

**Registration No. 333-**

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

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

# SCRIBE THERAPEUTICS INC.
**(Exact name of Registrant as specified in its charter)**

| Delaware | 2836 | 82-2157847 |
| --- | --- | --- |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification Number) |

**1150 Marina Village Parkway**
**Alameda, California 94501**
**(510) 626-8587**
**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Benjamin L. Oakes, Ph.D.**
**Chief Executive Officer**
**1150 Marina Village Parkway**
**Alameda, California 94501**
**(510) 626-8587**
**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

***Copies to:***

| | |
| --- | --- |
| **Effie Toshav**<br>**Robert A. Freedman**<br>**Ryan Mitteness**<br>**Fenwick & West LLP**<br>**401 Union Street**<br>**5th Floor**<br>**Seattle, Washington 98101**<br>**(206) 389-4510** | **B. Shayne Kennedy**<br>**Ross McAloon**<br>**Latham & Watkins LLP**<br>**650 Town Center Drive**<br>**20th Floor**<br>**Costa Mesa, California 92626**<br>**(714) 540-1235** |

**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 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. ☒ 333-297246

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 pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

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

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

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Scribe Therapeutics Inc. (the "***Registrant***") is filing this Registration Statement on Form S-1 (this "***Registration Statement***") with the Securities and Exchange Commission (the "***Commission***"). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-297246), which the Registrant originally filed with the Commission on July 2, 2026 and subsequently amended on July 10, 2026 and July 20, 2026 (as so amended, the "***Prior Registration Statement***"), and which the Commission declared effective on July 23, 2026.

The Registrant is filing this Registration Statement for the sole purpose of registering an additional $24,667,500 of shares of common stock, par value of $0.001 per share, which includes additional shares of common stock that the underwriters have the option to purchase. The additional shares of common stock 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 Filing Fee Table (Exhibit 107) contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are incorporated by reference into this Registration Statement.

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

## EXHIBIT INDEX

| Exhibit Number | Description |
|---|---|
| 5.1 | Opinion of Fenwick & West LLP. |
| 23.1 | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Fenwick & West LLP (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 filed on July 2, 2026 (Registration No. 333-297246)). |
| 107 | Filing Fee Tables. |

## 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 Alameda, State of California, on the 23rd day of July, 2026.

**SCRIBE THERAPEUTICS INC.**

By: /s/ Benjamin L. Oakes
Benjamin L. Oakes, Ph.D.
*Chief Executive Officer*

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

| Signature | Title | Date |
| --- | --- | --- |
| /s/ Benjamin L. Oakes<br>Benjamin L. Oakes, Ph.D. | President, Chief Executive Officer and Director<br>*(Principal Executive Officer)* | July 23, 2026 |
| /s/ David L. Parrot<br>David L. Parrot | Chief Financial Officer and Treasurer<br>*(Principal Financial Officer and Accounting Officer)* | July 23, 2026 |
| *<br>James Watson, M.B.A. | Director | July 23, 2026 |
| *<br>Behzad Aghazadeh, Ph.D. | Director | July 23, 2026 |
| *<br>Carl L. Gordon, Ph.D., CFA | Director | July 23, 2026 |
| /s/ Joshua Bleharski<br>Joshua Bleharski, Ph.D., M.B.A. | Director | July 23, 2026 |

* By: /s/ Benjamin L. Oakes
Benjamin L. Oakes, Ph.D.

Attorney-in-Fact

FENWICK

401 Union Street
5th Floor
Seattle, WA 98101

206.389.4510
Fenwick.com

July 23, 2026

Scribe Therapeutics Inc.
1150 Marina Village Parkway
Alameda, California 94501

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

As counsel to Scribe Therapeutics Inc., a Delaware corporation (the "***Company***"), we have examined the Registration Statement on Form S-1 filed by the Company with the Securities and Exchange Commission (the "***Commission***") on or about July 2, 2026 (the "***Registration Statement***"), as subsequently amended on July 10, 2026 and July 20, 2026, including a related prospectus included in the Registration Statement (the "***Prospectus***"), in connection with the registration under the Securities Act of 1933, as amended (the "***Securities Act***"), of $24,667,500 aggregate offering amount of shares of the Company's common stock, $0.001 par value per share (the "***Shares***"). This letter is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company. We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinions set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System ("***EDGAR***"), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

In connection with our opinion expressed below, we have assumed that, (i) the Registration Statement and any amendments (including any necessary post-effective amendments) will have been declared effective under the Securities Act, (ii) the Registration Statement will apply to the offer and sale of the Shares and will not have been modified or rescinded and (iii) the Company's Amended and Restated Certificate of Incorporation, a form of which has been filed as an exhibit to the Registration Statement is filed with the Secretary of State of the State of Delaware before issuance of the Shares.

Based upon the foregoing, and subject to the qualifications and exceptions contained herein, we are of the opinion that the Shares, when issued, sold and delivered in the manner and for the consideration stated in the Registration Statement and the Prospectus, and in accordance with the resolutions adopted by the Company's board of directors and the Pricing Committee thereof, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the Prospectus and any amendments thereto. In giving this consent we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

*[Concluding Paragraph Follows on Next Page]*

This opinion is intended solely for use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, is based solely on our understanding of facts in existence as of such date after the aforementioned examination and does not address any potential changes in facts, circumstance or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST 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 March 6, 2026 (July 20, 2026, as to the effects of the reverse stock split described in Notes 2 and 15) relating to the financial statements of Scribe Therapeutics Inc, appearing in Amendment No. 2 to Registration Statement No. 333-297246 on Form S-1 of Scribe Therapeutics Inc. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Deloitte & Touche LLP

San Francisco, California

July 23, 2026

# Calculation of Filing Fee Tables

## S-1

## Scribe Therapeutics, Inc.

**Table 1: Newly Registered and Carry Forward Securities** ☐Not Applicable

| | | Security Type | Security Class Title | Fee Calculation or Carry Forward Rule | Amount Registered | Proposed Maximum Offering Price Per Unit | Maximum Aggregate Offering Price | Fee Rate | Amount of Registration Fee | Carry Forward Form Type | Carry Forward File Number | Carry Forward Initial Effective Date | Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Newly Registered Securities** | | | | | | | | | | | | | |
| Fees to be Paid | 1 | Equity | Common stock, par value $0.001 per share | 457(o) | | | $ 24,667,500.00 | 0.0001381 | $ 3,406.58 | | | | |
| Fees Previously Paid | | | | | | | | | | | | | |
| **Carry Forward Securities** | | | | | | | | | | | | | |
| Carry Forward Securities | | | | | | | | | | | | | |
| | | | | | Total Offering Amounts: | | $ 24,667,500.00 | | $ 3,406.58 | | | | |
| | | | | | Total Fees Previously Paid: | | | | $ 0.00 | | | | |
| | | | | | Total Fee Offsets: | | | | $ 0.00 | | | | |
| | | | | | Net Fee Due: | | | | $ 3,406.58 | | | | |

**Offering Note**

1 (1) Represents only the additional $24,667,500 of shares of common stock being registered pursuant to this registration statement and includes shares of common stock that the underwriters have the option to purchase. Does not include the $123,337,500 of shares of common stock that were previously registered on the Registration Statement on Form S-1 (File No. 333-297246), as amended (the "Prior Registration Statement"). (2) Based on the public offering price. (3) 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 maximum aggregate offering price. The registrant previously registered an aggregate of $123,337,500 of shares of its common stock on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on July 23, 2026. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a maximum aggregate offering price of $24,667,500 is hereby registered, which includes shares of common stock that the underwriters have the option to purchase.

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**Table 2: Fee Offset Claims and Sources** ☑Not Applicable

| | | Registrant or Filer Name | Form or Filing Type | File Number | Initial Filing Date | Filing Date | Fee Offset Claimed | Security Type Associated with Fee Offset Claimed | Security Title Associated with Fee Offset Claimed | Unsold Securities Associated with Fee Offset Claimed | Unsold Aggregate Offering Amount Associated with Fee Offset Claimed | Fee Paid with Fee Offset Source |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Rules 457(b) and 0-11(a)(2)** | | | | | | | | | | | | |
| Fee Offset Claims | | | | | | | | | | | | |
| Fee Offset Sources | | | | | | | | | | | | |
| **Rule 457(p)** | | | | | | | | | | | | |
| Fee Offset Claims | | | | | | | | | | | | |
| Fee Offset Sources | | | | | | | | | | | | |

**Table 3: Combined Prospectuses** ☑Not Applicable

| | Security Type | Security Class Title | Amount of Securities Previously Registered | Maximum Aggregate Offering Price of Securities Previously Registered | Form Type | File Number | Initial Effective Date |
|---|---|---|---|---|---|---|---|