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

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

TWIST BIOSCIENCE CORPORATION
(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)

46-2058888
(I.R.S. Employer
Identification Number)

**455 Mission Bay Boulevard South, Suite 545
San Francisco, CA 94158
(800) 719-0671**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Emily M. Leproust
President and Chief Executive Officer
Twist Bioscience Corporation
**455 Mission Bay Boulevard South, Suite 545
San Francisco, CA 94158
(800) 719-0671**
(Name, address including zip code, and telephone number including area code, of agent for service)

COPIES TO:

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Andrew D. Thorpe, Esq.
Peter M. Lamb, Esq.
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Orrick, Herrington & Sutcliffe LLP
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Mark Daniels, Esq.
General Counsel
Twist Bioscience Corporation
455 Mission Bay Boulevard
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Brian J. Cuneo, Esq.
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140 Scott Drive
Menlo Park, CA 94025
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Approximate date of commencement of proposed sale to the 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-231239

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 Securities Exchange Act of 1934 (check one):

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, par value \$0.00001 per share	862,500	\$21.00	\$18,112,500	\$2,195.24

(1) Represents only the number of additional shares being registered pursuant to this Registration Statement and includes 112,500 shares that the underwriters have the option to purchase. The amount to be registered does not include the 3,450,000 shares that were previously registered pursuant to the registrant's Registration Statement on Form S-1 (File No. 333-231239).

(2) Calculated pursuant to Rule 457(a) under the Securities Act, based on the proposed maximum offering price per share.

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

This Registration Statement (the “Registration Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) with respect to the registration of additional shares of common stock, par value \$0.00001 per share (the “Common Stock”), of Twist Bioscience Corporation (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form S-1 (File No. 333-231239) (the “Prior Registration Statement”), which the Commission declared effective on May 8, 2019. This Registration Statement is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 862,500 shares of Common Stock, which includes 112,500 shares of Common Stock that may be sold pursuant to the underwriters’ option to purchase additional shares. 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 the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Filed / Furnished / Incorporated by Reference from Form</u>	<u>Incorporated by Reference from Exhibit Number</u>	<u>Date Filed</u>
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP	Filed herewith		
23.1	Consent of PricewaterhouseCoopers, Independent Registered Public Accounting Firm.	Filed herewith		
23.2	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1)			
24.1	Power of Attorney.	S-1	24.1	5/6/2019

Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of San Francisco, State of California on May 8, 2019.

TWIST BIOSCIENCE CORPORATION

By: /s/ Emily M. Leproust
Emily M. Leproust
President, Chief Executive Officer and Director

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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Emily M. Leproust</u> Emily M. Leproust	President, Chief Executive Officer and Director (principal executive officer)	May 8, 2019
<u>/s/ James M. Thorburn</u> James M. Thorburn	Chief Financial Officer (principal financial officer and accounting officer)	May 8, 2019
<u>*</u> William Banyai	Director	May 8, 2019
<u>*</u> Robert Chess	Director	May 8, 2019
<u>*</u> Paul A. Conley	Director	May 8, 2019
<u>*</u> Keith Crandell	Director	May 8, 2019
<u>*</u> Frederick Craves	Director	May 8, 2019
<u>*</u> Jan Johannessen	Director	May 8, 2019
<u>*</u> Xiaoying Mai	Director	May 8, 2019
<u>*</u> Robert Ragusa	Director	May 8, 2019

*By: /s/ Emily M. Leproust
Emily M. Leproust, Attorney-in-Fact



Orrick, Herrington & Sutcliffe LLP
The Orrick Building
405 Howard Street

San Francisco, CA 94105-2669

+1 415 773 5700

orrick.com

May 8, 2019

Twist Bioscience Corporation
455 Mission Bay Boulevard
Suite 545
San Francisco, CA 94158

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We are acting as counsel for Twist Bioscience Corporation, a Delaware corporation (the "Company"), in connection with (i) the registration statement on Form S-1 filed by the Company with the Securities and Exchange Commission (the "Commission") on May 6, 2019, as amended (the "Prior Registration Statement"), under 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 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 up to 862,500 shares (the "Shares") of the Company's common stock, \$0.00001 par value per share, including 112,500 Shares purchasable by the underwriters upon their exercise of the option granted to the underwriters by the Company to purchase additional shares. This opinion is in addition to our opinion that was filed as Exhibit 5.1 to the Company's Prior Registration Statement.

In connection with rendering the opinion set forth below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of instruments, documents, and records which we deemed relevant and necessary for the purpose of rendering our opinion set forth below. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures, (b) the conformity to the originals of all documents submitted to us as copies, (c) the representations of officers and employees are correct as to questions of fact, (d) the Registration Statement has been declared effective pursuant to the Securities Act and (e) a pricing committee of the board of directors will have taken action necessary to set the sale price of the Shares.

Our opinion herein is limited to the General Corporation Law of the State of Delaware.

Based upon the foregoing, we are of the opinion that the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

Twist Bioscience Corporation
Registration Statement on Form S-1
May 8, 2019
Page 2

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption “Legal matters” in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder, nor do we thereby admit that we are “experts” within the meaning of such term as used in the Securities Act with respect to any part of the Registration Statement, including this opinion letter as an exhibit or otherwise.

Very truly yours,

/s/ Orrick, Herrington & Sutcliffe LLP

ORRICK, HERRINGTON & SUTCLIFFE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated December 20, 2018 relating to the financial statements, which appears in the Registration Statement on Form S-1 (No. 333-231239) of Twist Bioscience Corporation. We also consent to the reference to us under the heading “Experts” in the Registration Statement on Form S-1 (No. 333-231239) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

San Jose, California
May 8, 2019