

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

**FORM S-1  
REGISTRATION STATEMENT**

*Under  
The Securities Act of 1933*

**Mineralys Therapeutics, 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)

84-1966887  
(I.R.S. Employer  
Identification Number)

150 N. Radnor Chester Road, Suite F200  
Radnor, PA 19087  
(888) 378-6240

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Jon Congleton  
Chief Executive Officer  
Mineralys Therapeutics, Inc.  
150 N. Radnor Chester Road, Suite F200  
Radnor, PA 19087  
(888) 378-6240

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

*Copies to:*

Cheston J. Larson  
Matthew T. Bush  
Latham & Watkins LLP  
12670 High Bluff Drive  
San Diego, California 92130  
(858) 523-5400

Adam Levy  
Chief Financial Officer and Chief Business Officer  
Mineralys Therapeutics, Inc.  
150 N. Radnor Chester Road, Suite F200  
Radnor, PA 19087  
(888) 378-6240

Ilijir Mujalovic  
Shearman & Sterling LLP  
559 Lexington Avenue  
New York, NY 10022  
(212) 848-4000

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared 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.  (File No. 333-269282)

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, smaller reporting company or an emerging growth company. See the definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

|                         |                                     |                           |                                     |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>            | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input checked="" type="checkbox"/> |

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.

**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission 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 on Form S-1 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by Mineralys Therapeutics, Inc. (the "Registrant") by 2,300,000 shares, 300,000 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The additional securities 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 Filing Fee Table (Exhibit 107) filed as an exhibit to the Registration Statement on Form S-1, as amended (File No. 333-269282) (the "Prior Registration Statement"). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

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

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## Exhibit Index

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>  |
|-----------------------|--|
| 5.1                   | <a href="#">Opinion of Latham &amp; Watkins LLP (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement on February 2, 2023)</a> |
| 23.1                  | <a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm</a>  |
| 23.2                  | <a href="#">Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1)</a>  |
| 24.1                  | <a href="#">Power of Attorney (included on the signature page of the Prior Registration Statement filed on January 18, 2023)</a>                               |
| 107                   | <a href="#">Filing Fee Table</a>   |

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**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 Radnor, State of Pennsylvania, on this 9th day of February, 2023.

**MINERALYS THERAPEUTICS, INC.**

By: /s/ Jon Congleton  
Jon Congleton  
Chief Executive Officer

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.

| <u>Signature</u>                                  | <u>Title</u>  | <u>Date</u>      |
|---|---|------------------|
| <u>/s/ Jon Congleton</u><br>Jon Congleton         | Chief Executive Officer<br>(principal executive officer)                | February 9, 2023 |
| <u>/s/ Adam Levy</u><br>Adam Levy                 | Chief Financial Officer<br>(principal financial and accounting officer) | February 9, 2023 |
| *   |   |                  |
| <u>Brian Taylor Slingsby, M.D., Ph.D., M.P.H.</u> | Executive Chairman  | February 9, 2023 |
| *   |   |                  |
| <u>Srinivas Akkaraju, M.D., Ph.D.</u>             | Director  | February 9, 2023 |
| *   |   |                  |
| <u>Alexander Asam, Ph.D.</u>                      | Director  | February 9, 2023 |
| *   |   |                  |
| <u>Derek DiRocco, Ph.D.</u>                       | Director  | February 9, 2023 |
| *   |   |                  |
| <u>Olivier Litzka, Ph.D.</u>                      | Director  | February 9, 2023 |
| *   |   |                  |
| <u>Takeshi Takahashi, M.B.A.</u>                  | Director  | February 9, 2023 |

\*By: /s/ Jon Congleton  
Jon Congleton  
Attorney-in-fact

## Calculation of Filing Fee Table

## Form S-1

## Mineralys Therapeutics, Inc.

Table 1 - Newly Registered Securities

| Security Type                     | Security Class Title                       | Fee Calculation Rule | Amount Registered <sup>(1)(2)</sup> | Proposed Maximum Offering Price Per Share | Maximum Aggregate Offering Price <sup>(3)</sup> | Fee Rate   | Amount of Registration Fee |
|-----------------------------------|--|----------------------|-------------------------------------|---|---|------------|----------------------------|
| Equity                            | Common Stock, par value \$0.0001 per share | Rule 457(a)          | 2,300,000                           | \$16.00                                   | \$36,800,000                                    | 0.00011020 | \$4,056                    |
| <b>Total Offering Amounts</b>     |  |                      |                                     | —   | \$36,800,000                                    | 0.00011020 | \$4,056                    |
| <b>Total Fees Previously Paid</b> |  |                      |                                     | —   | —   | —          | —                          |
| <b>Total Fees Offsets</b>         |  |                      |                                     | —   | —   | —          | —                          |
| <b>Net Fee Due</b>                |  |                      |                                     | —   | —   | —          | \$4,056                    |

<sup>(1)</sup> The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$184,000,000 on a Registration Statement on Form S-1 (File No. 333-269282), which was declared effective by the Securities and Exchange Commission on February 9, 2023. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of \$36,800,000 is hereby registered, which includes the shares of common stock that the underwriters have the option to purchase.

<sup>(2)</sup> Includes 300,000 shares of common stock that the underwriters have the option to purchase.

<sup>(3)</sup> Estimated solely for purposes of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-1 MEF) 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 October 12, 2022 (except for Note 1, as to which the date is February 2, 2023), with respect to the financial statements of Mineralys Therapeutics, Inc. included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-269282) and related prospectus of Mineralys Therapeutics, Inc. for the registration of its common stock.

/s/Ernst & Young LLP

Denver, Colorado

February 9, 2023