

Biostage, Inc.  
Form POS EX  
February 10, 2017

**As filed with the Securities and Exchange Commission on February 10, 2017**

**Registration No. 333-215410**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE**

**AMENDMENT NO. 1 TO**

**FORM S-1**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Biostage, Inc.**

**(Exact name of registrant as specified in its Charter)**

|  |                                     |                       |
|--|-------------------------------------|-----------------------|
| <b>Delaware</b>                        | <b>3841</b>                         | <b>45-5210462</b>     |
| <b>(State or other jurisdiction of</b> | <b>(Primary Standard Industrial</b> | <b>(I.R.S.</b>        |
| <b>incorporation or organization)</b>  | <b>Classification Code Number)</b>  | <b>Employer</b>       |
|  |                                     | <b>Identification</b> |
|  |                                     | <b>No.)</b>           |

**84 October Hill Road, Suite 11, Holliston, Massachusetts 01746**

**(774) 233-7300**

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

**James McGorry**  
**President and Chief Executive Officer**  
**Biostage, Inc.**  
**84 October Hill Road, Suite 11, Holliston, Massachusetts 01746**  
**(774) 233-7300**

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

*With copies to:*

|                                 |   |
|---------------------------------|---|
| <b>Josef B. Volman, Esq.</b>    | <b>Joseph A. Smith, Esq.</b>              |
| <b>Chad J. Porter, Esq.</b>     | <b>Ellenoff Grossman &amp; Schole LLP</b> |
| <b>Burns &amp; Levinson LLP</b> | <b>1345 Avenue of the Americas</b>        |
| <b>125 Summer Street</b>        | <b>New York, NY 10105</b>                 |
| <b>Boston, MA 02110</b>         |   |
| <b>(617) 345-3000</b>           | <b>(212) 370-1300</b>                     |

**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.

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.  (File No. 333-215410)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one)

Large Accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

This post-effective amendment shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 (this "Amendment") relates to the the Registration Statement on Form S-1 (File No. 333-215410) of Biostage, Inc. (the "Registrant"), as amended, declared effective on February 9, 2017 by the Securities and Exchange Commission. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

(a) Exhibits.

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>  |
|-----------------------|--|
| 5.1*                  | Opinion of Burns & Levinson LLP.   |
| 23.1*                 | Consent of Burns & Levinson LLP (included in Exhibit 5.1).   |
| 24.1                  | Power of Attorney (incorporated by reference to the signature page of the Registrant's Registration Statement on Form S-1, filed with the SEC on January 3, 2017). |

\*Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Holliston, Commonwealth of Massachusetts, on this 10th day of February, 2017.

**BIOSTAGE, INC.**

By: /s/ James J. McGorry  
 James J. McGorry  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>  | <b>Title</b>   | <b>Date</b>       |
|---|--|-------------------|
| /s/ James J. McGorry<br><b>James J. McGorry</b>         | President and Chief Executive Officer and Director<br>(Principal Executive Officer)          | February 10, 2017 |
| /s/ Thomas W. McNaughton<br><b>Thomas W. McNaughton</b> | Chief Financial Officer<br>(Principal Financial Officer and<br>Principal Accounting Officer) | February 10, 2017 |
| *<br><b>John F. Kennedy</b>                             | Chairman   | February 10, 2017 |
| *<br><b>John J. Canepa</b>                              | Director   | February 10, 2017 |
| *<br><b>Blaine H. McKee</b>                             | Director   | February 10, 2017 |
| *<br><b>Thomas Robinson</b>                             | Director   | February 10, 2017 |

By: /s/ James J. McGorry  
 James J. McGorry, Attorney-in-Fact



**EXHIBIT INDEX**

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