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

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

Icosavax, Inc.
(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)

82-3640549
(I.R.S. Employer
Identification Number)

**1616 Eastlake Avenue E., Suite 208
Seattle, Washington 98102
(206) 737-0085**
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Adam Simpson
Chief Executive Officer
Icosavax, Inc.
1616 Eastlake Avenue E., Suite 208
Seattle, Washington 98102
(206) 737-0085**
(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**

**Lisa Firenze
Jeffries L. Oliver-Li
Wilmer Cutler Pickering Hale & Dorr LLP
7 World Trade Center
250 Greenwich Street
New York, New York 10007
(212) 230-8800**

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. 333-257733)

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
Non-accelerated filer

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.

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(2)	Amount of Registration Fee(2)(3)
Common stock, \$0.0001 par value per share	2,453,332	15.00	\$36,799,980.00	\$4,015

- (1) Represents only the additional number of shares being registered and includes 319,999 additional shares of common stock that the underwriters have the option to purchase. This does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-257733) ("Prior Registration Statement").
- (2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended.
- (3) The Registrant previously registered 11,500,000 shares of its common stock with an aggregate offering price not to exceed \$184,000,000 on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on July 28, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$36,799,980 are hereby registered, which includes shares that the underwriters have the option to purchase.

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.

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 Icosavax, Inc. (the "Registrant") by 2,453,332 shares, 319,999 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 Calculation of Registration Fee table contained in the Registration Statement on Form S-1, as amended (File No. 333-257733) (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.

Exhibit Index

Exhibit Number	Description of Exhibit
5.1	<u>Opinion of Latham & Watkins LLP (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement on July 22, 2021)</u>
23.1	<u>Consent of independent registered public accounting firm</u>
23.2	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (incorporated by reference to the signature page of the Prior Registration Statement filed on July 7, 2021)</u>
24.2	<u>Power of Attorney of Ann M. Veneman (incorporated by reference to Exhibit 24.2 filed with the Prior Registration Statement on July 22, 2021)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Seattle, State of Washington, on this 28th day of July, 2021.

ICOSAVAX, INC.

By: /s/ Adam Simpson

Adam Simpson
Chief Executive Officer and Director

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/ Adam Simpson</u> Jonathan E. Lim, M.D.	Chief Executive Officer and Director (principal executive officer)	July 28, 2021
<u>/s/ Thomas Russo, CFA</u> Thomas Russo, CFA	Chief Financial Officer (principal financial and accounting officer)	July 28, 2021
<u>*</u> Tadataka Yamada, M.D.	Chairman	July 28, 2021
<u>*</u> Elisha P. Gould III	Director	July 28, 2021
<u>*</u> Peter Kolchinsky, Ph.D.	Director	July 28, 2021
<u>*</u> Heidi Kunz	Director	July 28, 2021
<u>*</u> Mark McDade	Director	July 28, 2021
<u>*</u> Ann M. Veneman	Director	July 28, 2021

*By: /s/ Adam Simpson
Adam Simpson
Attorney-in-fact

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-1 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 May 14, 2021, except for note 11(f), as to which the date is July 22, 2021, with respect to the financial statements of Icosavax, Inc, included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-257733) and related Prospectus of Icosavax, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

Seattle, Washington
July 28, 2021