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

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

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**COMPASS Pathways plc**  
(Exact name of registrant as specified in its charter)

England and Wales  
(State or other jurisdiction of  
incorporation or organization)

2834  
(Primary Standard Industrial  
Classification Code Number)

Not applicable  
(I.R.S. Employer  
Identification Number)

COMPASS Pathways plc  
3rd Floor  
1 Ashley Road  
Altrincham  
Cheshire WA14 2DT  
United Kingdom  
Tel: +1 (646) 905-3974

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

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Nate Poulsen  
COMPASS Pathways plc  
180 Varick Street  
New York, New York 10014  
Tel: +1 (646) 905-3974

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

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*Copies to:*

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**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.  333-248484

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 an emerging growth company as defined in Rule 405 of the Securities Act.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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 term "new or revised financial accounting standards" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

#### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee <sup>(3)</sup>
Ordinary Shares, nominal value £0.008 per share <sup>(4)</sup>	920,000	\$17.00	\$15,640,000.00	\$2,030.08

(1) Based on the public offering price of \$17.00 per American Depositary Share, or ADS. The Registrant previously registered securities at an aggregate offering price not to exceed \$123,280,000 on a Registration Statement on Form F-1 (File No. 333-248484), which was declared effective on September 17, 2020, or the Prior Registration Statement. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, or the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$15,640,000 is hereby registered, which includes 120,000 ordinary shares represented by ADSs issuable upon exercise of the underwriters' option to purchase additional ADSs and does not include the securities that the Registrant previously registered on the Prior Registration Statement.

(2) Includes the aggregate offering price of additional ADSs that the underwriters have the option to purchase.

(3) Calculated pursuant to Rule 457(a) based on an estimate of the proposed maximum aggregate offering price.

(4) These ordinary shares are represented by ADSs, each of which represents one ordinary share of the Registrant. ADSs issuable upon deposit of the ordinary shares registered hereby are being registered pursuant to a separate registration statement on Form F-6, as amended (File No. 333-248514).

**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 AND INCORPORATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), COMPASS Pathways plc (the “Registrant”) is filing this Registration Statement on Form F-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 F-1, as amended (File No. 333-248484) (the “Prior Registration Statement”), which the Commission declared effective on September 17, 2020.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of ordinary shares represented by American Depositary Shares (“ADSs”) offered by the Registrant by 920,000 ordinary shares represented by ADSs, including 120,000 ordinary shares represented by ADSs that may be sold pursuant to the underwriters’ option to purchase additional ADSs. The additional securities 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 Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

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

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### EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Index</u>
5.1	<a href="#">Opinion of Goodwin Procter (UK) LLP.</a>
23.1	<a href="#">Consent of independent registered public accounting firm.</a>
23.2	<a href="#">Consent of Goodwin Procter (UK) LLP (included in Exhibit 5.1).</a>
24.1*	<a href="#">Power of Attorney.</a>

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\* Previously filed on the signature page to the Registrant’s Registration Statement on Form F-1, as amended (File No. 333-248484), originally filed with the Securities and Exchange Commission on August 28, 2020 and incorporated by reference herein.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form F-1 to be signed on its behalf by the undersigned thereunto duly authorized, in the City of London, United Kingdom, on the 17th day of September, 2020.

### COMPASS PATHWAYS PLC

By: /s/ George Goldsmith

Name: George Goldsmith

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-1 has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ George Goldsmith</u> George Goldsmith	Chief Executive Officer and Chair of the Board of Directors (Principal Executive Officer)	September 17, 2020
<u>/s/ Piers Morgan</u> Piers Morgan	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	September 17, 2020
<u>*</u> Ekaterina Malievskaia, M.D.	Chief Innovation Officer and Director	September 17, 2020
<u>*</u> David York Norton	Lead Director	September 17, 2020
<u>*</u> Florian Brand	Director	September 17, 2020
<u>*</u> Jason Camm	Director	September 17, 2020
<u>*</u> Annalisa Jenkins, MBBS	Director	September 17, 2020
<u>*</u> Thomas Lönngren	Director	September 17, 2020
<u>*</u> Robert McQuade	Director	September 17, 2020
<u>*</u> Linda McGoldrick	Director	September 17, 2020
By: <u>/s/ Nate Poulsen</u> Name: Nate Poulsen Title: General Counsel	Authorized Representative in the United States	September 17, 2020
*By: <u>/s/ George Goldsmith</u> Name: George Goldsmith Title: Attorney-in-Fact		September 17, 2020



Goodwin Procter (UK) LLP  
100 Cheapside  
London EC2V 6DY  
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+44 (0) 20 7447 4200

17 September 2020

COMPASS Pathways plc  
3rd Floor, 1 Ashley Road  
Altrincham, Cheshire  
United Kingdom, WA14 2DT

Ladies and Gentlemen:

### **COMPASS Pathways plc – Registration Statement on Form F-1 – Exhibit 5.1**

We have acted as English legal advisers to COMPASS Pathways plc, a public limited company incorporated in England and Wales (the “**Company**”), in connection with the proposed offering of American Depositary Shares (the “**ADSs**”) representing ordinary shares of nominal value £0.008 each in the capital of the Company (the “**Ordinary Shares**”) (the “**Offering**” and the Ordinary Shares allotted and issued in connection therewith to Citibank N.A. (London Branch) as the custodian and represented by ADSs, being the “**Shares**”). Each ADS represents one Ordinary Share.

## **1. INTRODUCTION**

### **1.1 Purpose**

In connection with the preparation and filing of: (i) a registration statement on Form F-1 (File No.333-248484) (such registration statement, as amended or supplemented, through the date hereof, the “**Initial Registration Statement**”); and (ii) a second Registration Statement on Form F-1 filed pursuant to Rule 462(b) promulgated under the Securities Act for the offering of additional ADSs representing additional new Ordinary Shares (the “**462(b) Registration Statement**”, and, together with the Initial Registration Statement, the “**Registration Statement**”), to which this letter is attached as an exhibit, with the U.S. Securities and Exchange Commission (the “**SEC**”) pursuant to the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), we have been asked to provide opinions on certain matters, as set out below. We have taken instruction in this regard solely from the Company.

### **1.2 Defined terms and headings**

In this letter:

- (a) capitalised terms used without definition in this letter or the schedules hereto have the meanings assigned to them in the Registration Statement unless a contrary indication appears;
- (b) headings are for ease of reference only and shall not affect interpretation; and
- (c) the term “**Shares**” shall include any Ordinary Shares represented by additional ADSs registered by the Company pursuant to Rule 462(b) under the Securities Act in connection with the Offering contemplated by the Registration Statement.

Goodwin Procter (UK) LLP is a limited liability partnership registered in England and Wales with registered number OC362294. Its registered office is at 100 Cheapside, London, EC2V 6DY. A list of the names of the members of Goodwin Procter (UK) LLP is available for inspection at the registered office. Goodwin Procter (UK) LLP is authorised and regulated by the Solicitors Regulation Authority. Goodwin Procter (UK) LLP is affiliated with Goodwin Procter LLP, which operates in the United States of America.

### 1.3 Legal review

For the purpose of issuing this letter, we have examined such questions of law as we have considered appropriate to give the opinions set forth in this letter. We have reviewed such documents and conducted such enquiries and searches as we have considered appropriate to give the opinions set forth in this letter, including the following documents and the following enquiries and searches:

- (a) an online search at Companies House in respect of information available for inspection on the Company's file conducted on 17 September 2020 at 20:30 p.m. (London time);
- (b) an enquiry of the Central Index of Winding Up Petitions, London on 14 September 2020 at 10:30 a.m. (London time) ((a) and (b) together, the "**Searches**");
- (c) a copy of the resolutions passed by the shareholders of the Company at the general meeting held on 11 September 2020 in connection with the Offering (the "**Resolutions**");
- (d) a copy of the minutes of a meeting of the board of directors of COMPASS Pathways plc held on 26 August 2020 at which it was resolved, inter alia, to establish a pricing committee of the board of directors of the Company (the "**Pricing Committee**") (the "**Minutes**");
- (e) a copy of the consent of an Investor Majority (as defined in the Current Articles (as defined below)) dated 11 September 2020 pursuant to which it was resolved, inter alia, to establish the Pricing Committee and adopt the IPO Articles (as defined below) (the "**Investor Majority Consent**");
- (f) a copy of the written resolutions of the board of directors of the Company pursuant to which it was resolved, inter alia, to approve the nominee and depositary transfers in connection with the Offering (the "**Transfer Resolutions**");
- (g) a copy of the written resolutions of the board of directors of the Company pursuant to which it was resolved, inter alia, to delegate authority to the Pricing Committee to allot the Shares (the "**Allotment Resolutions**" and together with the Resolutions, the Minutes and the Transfer Resolutions, the "**Corporate Approvals**");
- (h) a copy of the class consents from the holders of the preference shares of the Company dated 11 September 2020 approving, amongst other things, the conversion of all classes of shares in the Company into a single class of ordinary shares (the "**Class Consents**");
- (i) a copy of the current articles of association of the Company dated 21 August 2020 (the "**Current Articles**") and a certificate of incorporation of the Company dated 24 June 2020;
- (j) a draft copy of the articles of association of the Company to be adopted conditional on the completion of the Offering pursuant to a special resolution passed as part of the Resolutions and the Investor Majority Consent (the "**IPO Articles**"); and
- (k) a copy of the Registration Statement, as amended.

### 1.4 Applicable law

This letter, the opinions given in it, and any non-contractual obligations arising out of or in connection with this letter and/or the opinions given in it, are governed by, and to be construed in accordance with, English law and relate only to English law as applied by the English courts, including the laws of the European Union to the extent having the force of law in England, as at today's date. In particular:

- (a) we have not investigated the laws of any country other than England and we express no opinion in this letter on the laws of any jurisdiction other than England and we assume that no foreign law affects any of the opinions given below. It is assumed that no foreign law which may apply to the matters contemplated by the Registration Statement, the Offering, the Company, any document or any other matter contemplated by any document would or might affect this letter and/or the opinions given in it; and

- (b) we do not undertake or accept any obligation to update this letter and/or the opinions given in it to reflect subsequent changes in English law or factual matters.

### 1.5 Assumptions and reservations

The opinions given in this letter are given on the basis of each of the assumptions set out in schedule 1 (*Assumptions*) and are subject to each of the reservations set out in schedule 2 (*Reservations*) to this letter. The opinions given in this letter are strictly limited to the matters stated in paragraph 2 (*Opinion*) below and do not extend, and should not be read as extending, by implication or otherwise, to any other matters.

## 2. OPINION

Subject to paragraph 1 (*Introduction*) and the other matters set out in this letter and its schedules, and subject further to the following:

- (a) the Registration Statement becoming effective under the Securities Act;
- (b) the number of Shares to be allotted and issued in connection with the Offering not being greater than 8,625,000 and such Shares being allotted and issued by 31 December 2020;
- (c) that the Corporate Approvals were or will be (as appropriate) each passed at a meeting which was or will be duly convened and held in accordance with all applicable laws and regulations; that in particular, but without limitation, a duly qualified quorum of directors or, as the case may be, shareholders was or will be present in each case throughout the meeting and voted in favour of the resolutions; and that in relation to each meeting of the board of directors of the Company and of the Committee, each provision contained in the Companies Act 2006, as amended (the “Act”) or the Current Articles relating to the declaration of the directors’ interests or the power of the interested directors to vote and to count in the quorum was or will be duly observed;
- (d) the receipt in full of payment for the Shares in an amount of “cash consideration” (as defined in section 583(3) of the Act) of not less than the aggregate nominal value for such Shares; and
- (e) valid entries having been made in relation to the allotment and issue of the Shares in the books and registers of the Company,

it is our opinion that, as at today’s date, the Shares, if and when allotted and issued, registered in the name of the recipient in the register of members of the Company and delivered as described in the Registration Statement, will be duly and validly authorised and issued, fully paid or credited as fully paid (subject to the receipt of valid consideration by the Company for the issue thereof in connection with the Offering) and will not be subject to any call for payment of further capital.

## 3. EXTENT OF OPINIONS

We express no opinion as to any agreement, instrument or other document other than as specified in this letter or as to any liability to tax or duty which may arise or be suffered as a result of or in connection with the Offering or the transactions contemplated thereby.

This letter only applies to those facts and circumstances which exist as at today’s date and we assume no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances which may subsequently come to our attention, any changes in laws which may occur after today, or to inform the addressee of any change in circumstances happening after the date of this letter which would alter our opinion.

#### 4. DISCLOSURE AND RELIANCE

This letter is addressed to you in connection with the Registration Statement. We consent to the filing of this letter as an exhibit to the Registration Statement. We further consent to the incorporation by reference of this letter and consent into any registration statement filed pursuant to Rule 462(b) under the Securities Act with respect to the Shares. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Other than for the purpose set out in the prior paragraph, this letter may not be relied upon, or assigned, for any purpose, without our prior written consent, which may be granted or withheld in our discretion.

Yours faithfully

/s/ Goodwin Procter (UK) LLP

Goodwin Procter (UK) LLP



**SCHEDULE 1****ASSUMPTIONS**

The opinions in this letter have been given on the basis of the following assumptions:

- (a) the genuineness of all signatures, stamps and seals on all documents, the authenticity and completeness of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as copies;
- (b) that, where a document has been examined by us in draft or specimen form, it will be or has been duly executed in the form of that draft or specimen, and that each of the signed documents examined by us has been duly executed and, where applicable, delivered on behalf of the Company;
- (c) that the Current Articles referred to in paragraph 1.3(i) of this letter remain in full force and effect, and, save for the adoption of the IPO Articles upon the Offering, no alteration has been made or will be made to such articles of association, in each case prior to the date of allotment and issue of the Shares (the “**Allotment Date**”);
- (d) on the Allotment Date the Company will comply with all applicable laws to allot and issue the Shares and the Company will receive such amounts as are necessary to fully pay the nominal value of the Shares and any applicable share premium;
- (e) that all documents, forms and notices which should have been delivered to the Registrar of Companies in respect of the Company have been so delivered, that information revealed by the Searches was complete and accurate in all respects and has not, since the time of the Searches, been altered and that the results of the Searches will remain complete and accurate as at the Allotment Date;
- (f) that the minutes of the meetings of the board of directors of the Company and the written resolutions of the board of directors of the Company provided to us in connection with the giving of the opinions in this letter reflect a true record of the proceedings described in them in duly convened, constituted and quorate meetings in which all constitutional, statutory and other formalities were duly observed, and the resolutions set out in the minutes were validly passed and have not been and will not be revoked or varied and remain in full force and effect and will remain so as at the Allotment Date;
- (g) that the resolutions set out in the Resolutions were validly passed and have not been and will not be revoked or varied and remain in full force and effect and will remain so as at the Allotment Date;
- (h) that in relation to the allotment and issue of the Shares, the directors of the Company have acted and will act in the manner required by section 172 of the Act (Duty to promote the success of the Company), and there has not been and will not be any bad faith, breach of trust, fraud, coercion, duress or undue influence on the part of any of the directors of the Company;
- (i) on or around the date of this letter and prior to the issue of the Ordinary Shares, the Company will validly enter into an underwriting agreement on substantially the terms and conditions described in Exhibit 1.1 of the Registration Statement; and
- (j) that no Shares or rights to subscribe for Shares have been or shall be offered to the public in the United Kingdom in breach of the Financial Services and Markets Act 2000, as amended (“**FSMA**”) or of any other United Kingdom laws or regulations concerning offers of securities to the public, and no communication has been or shall be made in relation to the Shares in breach of section 21 of FSMA or any other United Kingdom laws or regulations relating to offers or invitations to subscribe for, or to acquire rights to subscribe for or otherwise acquire, shares or other securities.

## SCHEDULE 2

### RESERVATIONS

The opinions in this letter are subject to the following reservations:

- (a) the Searches are not capable of revealing conclusively whether or not a winding-up or administration petition or order has been presented or made, a receiver appointed, a company voluntary arrangement proposed or approved or any other insolvency proceeding commenced, and the available records may not be complete or up-to-date. In particular, the Central Registry of Winding-Up Petitions in England may not contain details of administration applications filed, or appointments recorded in or orders made by, district registries and county courts outside London. Searches at Companies House and at the Central Registry of Winding Up Petitions in England are not capable of revealing whether or not a winding up petition or a petition for the making of an administration order has been presented and, further, notice of a winding up order or resolution, notice of an administration order and notice of the appointment of a receiver may not be filed at Companies House immediately and there may be a delay in the relevant notice appearing on the file of the company concerned. Further, not all security interests are registrable, such security interests have not in fact been registered or such security interests have been created by an individual or an entity which is not registered in England. We have not made enquiries of any District Registry or County Court in England;
- (b) the opinions set out in this letter are subject to: (i) any limitations arising from applicable laws relating to insolvency, bankruptcy, administration, reorganisation, liquidation, moratoria, schemes or analogous circumstances; and (ii) an English court exercising its discretion under section 426 of the Insolvency Act 1986 (*co-operation between courts exercising jurisdiction in relation to insolvency*) to assist the courts having the corresponding jurisdiction in any part of the United Kingdom or any relevant country or territory;
- (c) we express no opinion as to matters of fact;
- (d) we have made no enquiries of any individual connected with the Company;
- (e) a certificate, documentation, notification, opinion or the like might be held by the English courts not to be conclusive if it can be shown to have an unreasonable or arbitrary basis or in the event of a manifest error; and
- (f) it should be understood that we have not been responsible for investigating or verifying (i) the accuracy of the facts, including statements of foreign law, or the reasonableness of any statements of opinion, contained in the Registration Statement; or (ii) that no material facts have been omitted from it.

## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of our report dated July 2, 2020, except for the effects of the corporate reorganization discussed in Note 1 to the consolidated financial statements, as to which the date is August 28, 2020, relating to the financial statements, which appears in Amendment No. 1 to the Registration Statement on Form F-1 (No.333-248484) of COMPASS Pathways plc. We also consent to the reference to us under the heading “Experts” in Amendment No. 1 to the Registration Statement on Form F-1 (No. 333-248484) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP  
Reading, United Kingdom  
September 17, 2020