

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

**Form F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**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)

**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)

**Copies to:**

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Benjamin K. Marsh  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210  
+1 (617) 570-1000**

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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.  333-255552

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 of 1933.

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<sup>†</sup> provided pursuant to Section 7(a)(2)(B) of the Securities Act.

<sup>†</sup> 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	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee <sup>(1)</sup>
Ordinary Shares, nominal value £0.008 per share <sup>(2)</sup>	\$3,220,000	\$351.31

- (1) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended, or the Securities Act, based on the proposed maximum aggregate offering price. The Registrant previously registered securities at an aggregate offering price not to exceed \$162,380,000 on a Registration Statement on Form F-1 (File No. 333-255552), which was declared effective by the Securities and Exchange Commission on April 29, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$3,220,000 is hereby registered, which includes ordinary shares represented by American Depositary Shares, or ADSs, issuable upon the exercise of the underwriters' option to purchase additional ADSs.
- (2) These ordinary shares are represented by ADSs each of which represents one ordinary share of the registrant. ADSs issuable under deposit of the ordinary shares registered hereby are registered pursuant to a separate registration statement on Form F-6 (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.**

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## 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. 333-255552) (the “Prior Registration Statement”), which the Commission declared effective on April 29, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of ordinary shares represented by American Depositary Shares (“ADSs”) offered by the Registrant by \$3,220,000, which includes ordinary shares represented by ADSs 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.

### EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION OF EXHIBIT
5.1	<a href="#">Opinion of Goodwin Procter (UK) LLP (incorporated by reference to Exhibit 5.1 to the Registrant’s Registration Statement on Form F-1 (File No 333-255552) filed with the Commission on April 27, 2021.</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>

\* Previously filed on the signature page to the Registrant’s Registration Statement on Form F-1, as amended (File No. 333-255552), originally filed with the Securities and Exchange Commission on April 27, 2021 and incorporated by reference herein.

## 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 29th day of April, 2021.

### 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.

SIGNATURE	TITLE	DATE
<u>/s/ George Goldsmith</u> George Goldsmith	Chief Executive Officer and Chair of the Board of Directors (Principal Executive Officer)	April 29, 2021
<u>/s/ Piers Morgan</u> Piers Morgan	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 29, 2021
* <u>Ekaterina Malievskaia, M.D.</u>	Chief Innovation Officer and Director	April 29, 2021
* <u>David York Norton</u>	Lead Director	April 29, 2021
* <u>Florian Brand</u>	Director	April 29, 2021
* <u>Jason Camm</u>	Director	April 29, 2021
* <u>Annalisa Jenkins, MBBS</u>	Director	April 29, 2021
* <u>Thomas Lönngren</u>	Director	April 29, 2021
* <u>Robert McQuade</u>	Director	April 29, 2021
* <u>Linda McGoldrick</u>	Director	April 29, 2021
* <u>Wayne Riley, M.D., MPH, M.B.A.</u>	Director	April 29, 2021

By: /s/ Nate Poulsen  
Name: Nate Poulsen Authorized Representative in the United States April 29, 2021  
Title: General Counsel

\*By: /s/ George Goldsmith  
Name: George Goldsmith April 29, 2021  
Title: Attorney-in-Fact

**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 March 9, 2021 relating to the financial statements, which appears in Amendment No. 1 to the Registration Statement on Form F-1 (No. 333-255552) 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. 333-255552) incorporated by reference in this Registration Statement.

/s/PricewaterhouseCoopers LLP  
Reading, United Kingdom  
April 29, 2021