

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

ENDRA Life Sciences Inc.

Form: S-1MEF

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Corporate Issuer CIK: 1681682

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

FORM S-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ENDRA LIFE SCIENCES INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3845
(Primary Standard Industrial
Classification Code Number)

26-0579295
(I.R.S. Employer
Identification No.)

ENDRA Life Sciences Inc.
3600 Green Court, Suite 350
Ann Arbor, MI 48105
(734) 335-0468

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

Francois Michelon
Chief Executive Officer
ENDRA Life Sciences Inc.
3600 Green Court, Suite 350
Ann Arbor, MI 48105
(734) 335-0468

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

Copies to:

Mark R. Busch
K&L Gates LLP
214 North Tryon St., 47th Floor
Charlotte, North Carolina 28202
Telephone: (704) 331-7440

Jonathan R. Zimmerman
Ben A. Stacke
Faegre Baker Daniels LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
Telephone: (612) 766-7000

As soon as practicable after the effective date of this Registration Statement.

(Approximate date of commencement of proposed sale to the public)

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. 333-214724

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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act (check one):

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

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 Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Units, each consisting of one share of Common Stock, par value \$0.0001 per share, and a Warrant to purchase one share of Common Stock(3)	322,000	\$ 5.50	\$ 1,771,000	\$ 205.26
Common Stock included in the units	--	\$ --	\$ --	\$ --
Warrants to purchase Common Stock included in the units (4)	--	\$ --	\$ --	\$ --
Common Stock underlying Warrants included in the units (3)	322,000	\$ 6.88	\$ 2,215,360	\$ 256.76
Underwriters' Warrants (4)(5)	--	\$ --	\$ --	\$ --
Shares of Common Stock underlying Underwriters' Warrants (5)	25,760	\$ 6.88	\$ 177,229	\$ 20.54
Total Registration Fee(6)			\$ 4,163,589	\$ 482.56

- (1) Represents only the additional number of securities being registered, including the 42,000 Units that the underwriters have the option to purchase to cover over-allotments, if any. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-214724).
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended. Includes the offering price of the units that the underwriters have the option to purchase to cover over-allotments, if any.
- (3) Pursuant to Rule 416 under the Securities Act of 1933, as amended, there is also being registered hereby such indeterminate number of additional shares of common stock of the registrant as may be issued or issuable because of stock splits, stock dividends, stock distributions, and similar transactions.
- (4) No separate registration fee required pursuant to Rule 457(g) under the Securities Act of 1933, as amended.
- (5) Represents warrants granted to the underwriters to purchase shares of common stock in an amount up to 8% of the number of shares sold to the public in the offering. See "Underwriting" contained within the Registration Statement on Form S-1, as amended (File No. 333-214724), for information on underwriting arrangements relating to the offering.
- (6) The Registrant previously paid filing fees of \$2,412.79 in connection with previous filings of its Registration Statement on Form S-1, as amended (File No. 333-214724).

This Registration Statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement on Form S-1 (the "462(b) Registration Statement") is being filed by ENDRA Life Sciences Inc. (the "Company") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and relates to the public offering (the "Offering") of units ("Units") contemplated by the Registration Statement on Form S-1 (File No. 333-214724) (the "Prior Registration Statement"), which was initially filed on November 21, 2016, and which, as amended, was declared effective by the Securities and Exchange Commission on May 8, 2017. This 462(b) Registration Statement covers the registration of 322,000 Units of the Company to be sold to the public in the Offering, each Unit consisting of one share of common stock, par value \$0.0001 per share ("Common Stock"), and a warrant ("Warrant") to purchase one share of Common Stock, 322,000 shares of Common Stock underlying the Warrants included in the Units, and 25,760 shares of Common Stock underlying Warrants granted to the underwriters in an amount up to 8% of the number of Units sold to the public in the Offering. 42,000 of the additional Units of the Company registered hereunder are subject to the exercise of the underwriters' option to purchase additional Units to cover over-allotments, if any. 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 Prior Registration Statement. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are hereby incorporated by reference into this 462(b) Registration Statement. The required opinion of counsel and related consent and accountant's consent are attached hereto and filed herewith.

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 Ann Arbor, State of Michigan, on this 8th day of May, 2017.

ENDRA Life Sciences Inc.

/s/ Francois Michelin
Francois Michelin
Chief Executive Officer and Director
(Principal 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 and on the dates indicated.

Dated: May 8, 2017 /s/ Francois Michelin
Francois Michelin
Chief Executive Officer and Director
(Principal Executive Officer)

Dated: May 8, 2017 /s/ David R. Wells
David R. Wells
Chief Financial Officer
(Principal Financial and Accounting Officer)

Dated: May 8, 2017 /s/ ***
Anthony DiGiandomenico, Director

Dated: May 8, 2017 /s/ ***
Sanjiv Gambhir, M.D., Ph.D, Director

Dated: May 8, 2017 /s/ ***
Michael Harsh, Director

Dated: May 8, 2017 /s/ ***
Alexander Tokman, Director

*** By: /s/ Francois Michelin
Francois Michelin
Attorney-in-fact

EXHIBIT INDEX

Exhibit No.	Description of Document
5.1	Opinion of K&L Gates LLP
23.1	Consent of RBSM LLP, Independent Registered Public Accounting Firm
23.2	Consent of K&L Gates LLP (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 File No. 333-214724)

The logo for K&L GATES, featuring the company name in a white, sans-serif font on a dark grey rectangular background.

K&L GATES LLP
HEARST TOWER
47TH FLOOR
214 NORTH TRYON STREET CHARLOTTE, NC 28202
T 704.331.7400 F 704.331.7598 klgates.com

May 8, 2017

ENDRA Life Sciences Inc.
3600 Green Court, Suite 350
Ann Arbor, MI 48105

Ladies and Gentlemen:

We have acted as counsel to ENDRA Life Sciences Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company of a Registration Statement on Form S-1 with the Securities and Exchange Commission (the "SEC") pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "Securities Act") (such Registration Statement, the "462(b) Registration Statement"). The 462(b) Registration Statement relates to the Registration Statement on Form S-1 (File No. 333-214724) originally filed with the SEC by the Company on November 21, 2016 (as amended, the "Registration Statement") under the Securities Act. The 462(b) Registration Statement and the Registration Statement relate to the proposed issuance and sale by the Company (the "Offering") of (i) units ("Units"), each consisting of (x) one share (each, a "Share") of the Company's common stock, \$0.0001 par value per share ("Common Stock"), and (y) a warrant (each, a "Warrant") to purchase one share of Common Stock, to be issued under a warrant agreement, to be dated on or about the date of the first issuance of the applicable Warrants thereunder, by and between a warrant agent to be selected by the Company (the "Warrant Agent") and the Company, in substantially the form filed as an exhibit to the Registration Statement (the "Warrant Agreement"), (ii) the Shares included in the Units, (iii) the Warrants included in the Units, (iv) shares of Common Stock underlying the Warrants ("Warrant Shares"), (v) warrants ("Underwriters' Warrants") issued to the underwriters for the Offering to purchase shares of Common Stock and (vi) shares of Common Stock underlying the Underwriters' Warrants ("Underwriters' Warrant Shares"). The Units, the Shares, the Warrants, the Warrant Shares, the Underwriters' Warrants and the Underwriters' Warrant Shares are referred to herein, collectively, as the "Securities". The proposed maximum aggregate offering price of the Securities is \$24,981,532. The Securities are to be sold by the Company pursuant to an Underwriting Agreement by and between the Company and National Securities Corporation, in its capacity as Representative of the several underwriters named therein (the "Underwriting Agreement").

You have requested our opinion as to the matters set forth below in connection with the issuance of the Securities. For purposes of rendering that opinion, we have examined: (i) the Registration Statement, (ii) the 462(b) Registration Statement, (iii) the Underwriting Agreement, (iv) the Company's Third Amended and Restated Certificate of Incorporation, as amended (the "Charter"), (v) the Company's Bylaws (the "Bylaws"), (vi) the Company's stock, warrant and option ledgers, and (vii) the corporate actions of the Company's Board of Directors which authorize the issuance of the Securities. We have reviewed such other matters and made such other inquiries as we have deemed necessary to render the opinions expressed herein. For the purposes of this opinion letter, we have assumed that each document submitted to us is accurate and complete, that each such document that is an original is authentic, that each such document that is a copy conforms to an authentic original, the conformity to the original or final versions of the documents submitted to us as copies or drafts, including without limitation, the Charter and that all signatures on each such document are genuine.

In rendering our opinion below, we also have assumed that: (a) the Company will have sufficient authorized and unissued shares of Common Stock at the time of each issuance of a Warrant Share or an Underwriters' Warrant Share; (b) each Share, Warrant Share and Underwriters' Warrant Share will be evidenced by an appropriate certificate, duly executed and delivered or the Company's Board of Directors will adopt a resolution providing that all shares of Common Stock shall be uncertificated in accordance with Section 158 of the Delaware General Corporation Law (the "DGCL") prior to their issuance; (c) the issuance of each Share, Warrant Share and Underwriters' Warrant Share will be duly noted in the Company's stock ledger upon issuance; and (d) each of the Warrants, the Underwriters' Warrants and the Underwriting Agreement constitutes a valid and binding agreement of each of the parties thereto (other than the Company), enforceable against the parties thereto in accordance with its terms. We have further assumed the legal capacity of natural persons. We have not verified any of those assumptions.

Our opinion set forth below in the first sentence of numbered paragraph 1, the first sentence of numbered paragraph 3, the first sentence of numbered paragraph 5 and numbered paragraphs 2, 4 and 6 are limited to the DGCL. Our opinion set forth below in the second sentence of numbered paragraph 1, the second sentence of numbered paragraph 3 and the second sentence of numbered paragraph 5 are limited to the laws of the State of New York.

Based upon and subject to the foregoing, provided that the 462(b) Registration Statement, the Registration Statement and any required post-effective amendment thereto have all become effective under the Securities Act and any related prospectus required by applicable law ("Prospectus") have been delivered and filed as required by such laws, it is our opinion that:

1. The Units have been duly authorized for issuance by the Company. The Units, when issued, delivered and paid for as described in the Prospectus and the Underwriting Agreement, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, to deliver the Common Stock and Warrants underlying the Units upon the terms and conditions of the Underwriting Agreement.
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2. The Shares have been duly authorized for issuance by the Company and, when issued and paid for as described in the Prospectus and the Underwriting Agreement, will be validly issued, fully paid, and non-assessable.
3. The Warrants have been duly authorized for issuance by the Company. Provided that the Warrant Agreement has been duly executed and delivered by the Warrant Agent and the Company and that the Warrants have been duly executed and delivered by the Company and duly delivered to the purchasers thereof against payment therefor, the Warrants will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms subject to the effect of bankruptcy, insolvency, fraudulent transfer, reorganization, receivership, moratorium and other laws affecting the rights and remedies of creditors generally, and to the exercise of judicial discretion in accordance with general principles of equity (whether applied by a court of law or equity).
4. The Warrant Shares have been duly authorized and, when issued and delivered by the Company against payment therefor, upon the exercise of the Warrants in accordance with the terms therein and the terms of the Warrant Agreement, will be validly issued, fully paid, and non-assessable.
5. The Underwriters' Warrants have been duly authorized for issuance by the Company. Provided that the Underwriters' Warrants have been duly executed and delivered by the Company and duly delivered to the purchaser thereof against payment therefor, the Underwriters' Warrants, when issued and paid for as described in the Registration Statement and the Prospectus, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to the effect of bankruptcy, insolvency, fraudulent transfer, reorganization, receivership, moratorium and other laws affecting the rights and remedies of creditors generally, and to the exercise of judicial discretion in accordance with general principles of equity (whether applied by a court of law or equity).
6. The Underwriters' Warrant Shares have been duly authorized and, when issued and delivered by the Company against payment therefor, upon the exercise of the Underwriters' Warrants in accordance with the terms therein, will be validly issued, fully paid, and non-assessable.

The opinions set forth above are subject to the following additional assumptions:

- (a) The Registration Statement and any amendment thereto (including any post-effective amendment) will have become effective under the Securities Act, and such effectiveness shall not have been terminated, suspended or rescinded;
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- (b) All Securities offered pursuant to the Registration Statement will be issued and sold (i) in compliance with all applicable federal and state securities laws, rules and regulations and solely in the manner provided in the Registration Statement and the Prospectus and (ii) only upon payment of the consideration fixed therefor in accordance with the Underwriting Agreement, the Warrant Agreement and, if applicable, the Securities themselves, and there will not have occurred any change in law or fact affecting the validity of any of the opinions rendered herein with respect thereto; and
- (c) To the extent that the obligations of the Company under any Warrant Agreement, or other agreement pursuant to which any Securities offered pursuant to the Registration Statement are to be issued or governed, including any amendment or supplement thereto, may be dependent upon such matters, we assume for purposes of this opinion letter that (i) each party to any such agreement other than the Company (including any applicable warrant agent or other party acting in a similar capacity with respect to any Securities) will be duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that each such other party will be duly qualified to engage in the activities contemplated thereby; (ii) each such agreement and the applicable Securities will have been duly authorized, executed and delivered by each such other party and will constitute the valid and binding obligations of each such other party, enforceable against each such other party in accordance with their terms; (iii) each such other party will be in compliance, with respect to acting in any capacity contemplated by any such agreement, with all applicable laws and regulations; and (iv) each such other party will have the requisite organizational and legal power and authority to perform its obligations under each such agreement.

We assume no obligation to update or supplement any of our opinions to reflect any changes of law or fact that may occur.

We hereby consent to the filing of this opinion letter with the SEC as Exhibit 5.1 to the 462(b) Registration Statement. We also consent to the reference to our Firm in the related Prospectus incorporated by reference into the 462(b) Registration Statement under the caption "Legal Matters." In giving our consent, we do not thereby admit that we are experts with respect to any part of the 462(b) Registration Statement, the Registration Statement, the Prospectus or any Prospectus Supplement within the meaning of the term "expert", as used in Section 11 of the Securities Act or the rules and regulations promulgated thereunder, nor do we 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.

Very truly yours,

/s/ K&L Gates LLP

K&L Gates LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of ENDRA Life Sciences Inc. filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, to our firm under the caption "Experts" and the use of our report dated March 24, 2017, which includes an explanatory paragraph regarding the substantial doubt about the Company's ability to continue as a going concern, on the financial statements of ENDRA Life Sciences Inc., which appear in the Registration Statement on Form S-1 (No. 333- 214724) of ENDRA Life Sciences Inc.

/s/ RBSM LLP

Henderson, NV

May 8, 2017