

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

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

**CABALETTA BIO, 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)

**82-1685768**  
(I.R.S. Employer  
Identification Number)

**Cabaletta Bio, Inc.**  
2929 Arch Street, Suite 600  
Philadelphia, PA 19104  
(267) 759-3100

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

**Steven Nichtberger, M.D.**  
Chief Executive Officer and President  
2929 Arch Street, Suite 600  
Philadelphia, PA 19104  
(267) 759-3100

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

*Copies to:*

**Mitchell S. Bloom, Esq.**  
**Michael J. Minahan, Esq.**  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210  
(617) 570-1000

**Patrick O'Brien, Esq.**  
**Benjamin Kozik, Esq.**  
Ropes & Gray LLP  
800 Boylston Street  
Boston, Massachusetts 02199  
(617) 951-7000

**Approximate date of commencement of proposed sale to the public:**  
**As soon as practicable after this registration statement becomes 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, 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.   
Registration No. 333-234017

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, anon-accelerated filer, 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.

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.

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**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	Amount of Registration Fee(2)
Common Stock, \$0.00001 par value per share	1,150,000	\$11.00	\$12,650,000	\$1,641.97

- (1) Represents only the additional number of shares being registered and includes 150,000 shares of Common Stock that the underwriters have the option to purchase from the Registrant. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-234017).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$106,720,000 on a Registration Statement on Form S-1 (File No. 333-234017), which was declared effective by the Securities and Exchange Commission on October 24, 2019. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$12,650,000 is hereby registered.

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**This registration statement shall become effective upon filing with the Commission in accordance with Rule 462(b) of 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, Cabaletta Bio, Inc. (the “Company”) is filing this registration statement (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”). This Registration Statement relates to the public offering of securities contemplated by the registration statement on Form S-1 (File No. 333-234017), which the Company originally filed on October 16, 2019, as amended (the “Initial Registration Statement”), and which the SEC declared effective on October 24, 2019. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Initial Registration Statement.

The Company is filing this Registration Statement for the sole purpose of increasing the number of shares of our Common Stock to be registered for issuance and sale by 1,150,000 shares, which includes 150,000 shares of Common Stock that may be sold pursuant to the underwriters’ option to purchase additional shares. 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 Initial Registration Statement.

The required opinions and consents are listed on the exhibit index and filed with this filing.

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	<a href="#"><u>Opinion of Goodwin Procter LLP.</u></a>
23.1	<a href="#"><u>Consent of Ernst &amp; Young, independent registered public accounting firm</u></a>
23.2	<a href="#"><u>Consent of Goodwin Procter LLP (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Power of Attorney (incorporated by reference to the Registration Statement on FormS-1 (File No. 333-234017)).</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on the 24th day of October, 2019.

**CABALETTA BIO, INC.**

By: /s/ Steven Nichtberger  
Steven Nichtberger  
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steven Nichtberger</u> Steven Nichtberger	Director, Chief Executive Officer and President ( <i>Principal Executive Officer</i> )	October 24, 2019
<u>/s/ Anup Marda</u> Anup Marda	Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	October 24, 2019
* <u>Catherine Bollard</u>	Director	October 24, 2019
* <u>Brian Daniels</u>	Director	October 24, 2019
* <u>Richard Henriques</u>	Director	October 24, 2019
* <u>Mark Simon</u>	Director	October 24, 2019
* By: <u>/s/ Steven Nichtberger</u> Steven Nichtberger Attorney-in-fact		



Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210  
goodwinlaw.com

+1 617 570 1000

October 24, 2019

Cabaletta Bio, Inc.  
2929 Arch Street, Suite 600  
Philadelphia, PA 19104

Re: Securities Registered under Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to you in connection with your filing of (i) a Registration Statement on Form S-1 (File No. 333-234017) (as amended or supplemented, the "Initial Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), and (ii) a second Registration Statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement"). This opinion letter is furnished to you in connection with your filing of the 462(b) Registration Statement relating to the registration of the offering by Cabaletta Bio, Inc., a Delaware corporation (the "Company") of up to 1,150,000 shares (the "Shares") of the Company's Common Stock, \$0.00001 par value per share, including Shares purchasable by the underwriters upon their exercise of an over-allotment option granted to the underwriters by the Company. The Shares are being sold to the several underwriters named in, and pursuant to, an underwriting agreement among the Company and such underwriters (the "Underwriting Agreement").

We have reviewed such documents and made such examination of law as we have deemed appropriate to give the opinions set forth below. We have relied, without independent verification, on certificates of public officials and, as to matters of fact material to the opinions set forth below, on certificates of officers of the Company.

The opinion set forth below is limited to the Delaware General Corporation Law.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the 462(b) Registration Statement and to the references to our firm under the caption "Legal Matters" in the Initial Registration Statement. In giving our consent, we do not 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/ Goodwin Procter LLP

GOODWIN PROCTER LLP

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 August 2, 2019 (except for the sixth through ninth paragraphs of Note 11, as to which the date is October 16, 2019), with respect to the financial statements of Cabaletta Bio, Inc. included in Amendment No. 1 to the Registration Statement (Form S-1 No. 333-234017) and related Prospectus of Cabaletta Bio, Inc for the registration of its common stock.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania

October 24, 2019