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

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**Post-Effective  
Amendment No. 1 to  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**PepGen Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**85-3819886**  
(I.R.S. Employer  
Identification No.)

**245 Main Street  
Cambridge, Massachusetts  
02142  
(781) 797-0979**

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

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**James McArthur, Ph.D.  
President and Chief Executive Officer  
PepGen Inc.  
245 Main Street  
Cambridge, Massachusetts 02142  
(781) 797-0979**

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

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*Copies to:*

**Richard Hoffman, Esq.  
James Xu, Esq.  
Alicia Tschirhart, Esq.  
Goodwin Procter LLP  
100 Northern Avenue  
Boston, Massachusetts 02210  
(617) 570-1000**

**Nathan Ajiashvili, Esq.  
Alison Haggerty, Esq.  
Latham & Watkins LLP  
1271 Avenue of the Americas  
New York, New York 10020  
(212) 906-1200**

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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, please 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(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.  333-264335

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.

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

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Post-Effective Amendment No. 1 (this “Amendment”) relating to the Registrant’s Registration Statement on Form S-1 (File No. 333-264335), as amended (the “Registration Statement”), declared effective on May 5, 2022 by the Securities and Exchange Commission is being filed pursuant to Rule 462(d) of the Securities Act of 1933, as amended (the “Securities Act”), solely to replace Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

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

### PART II INFORMATION NOT REQUIRED IN PROSPECTUS

#### (a) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
5.1	<a href="#">Opinion of Goodwin Procter LLP</a>
23.1	<a href="#">Consent of Goodwin Procter 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 S-1, as amended (File No. 333-264335), originally filed with the Securities and Exchange Commission on April 15, 2022 and incorporated by reference herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on the 10<sup>th</sup> day of May, 2022.

**PEPGEN INC.**

By:           /s/ James McArthur          

Name: James McArthur, Ph.D.

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 has been signed by the following person in the capacities and on the date indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James McArthur</u> James McArthur, Ph.D.	President Chief Executive Officer and Director (Principal Executive Officer)	May 10, 2022
<u>/s/ Noel Donnelly</u> Noel Donnelly, M.B.A.	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 10, 2022
<u>*</u> Christopher Ashton, Ph.D.	Director	May 10, 2022
<u>*</u> Heidi Henson	Director	May 10, 2022
<u>*</u> Laurie B. Keating, J.D.	Director	May 10, 2022
<u>*</u> Joshua Resnick, M.D., M.B.A	Director	May 10, 2022
<u>* By: /s/ James McArthur</u> James McArthur, Ph.D. Attorney-in-fact		



Goodwin Procter LLP  
100 Northern Avenue  
Boston, MA 02210

goodwinlaw.com  
+1 617 570 1000

May 10, 2022

PepGen, Inc.  
245 Main Street  
Cambridge, Massachusetts 02142

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

We have acted as counsel to you in connection with your filing of a Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 filed pursuant to Rule 462(d) promulgated under the Securities Act (the "Registration Statement"). This opinion letter is being furnished to you in connection with your filing of the Registration Statement, relating to the registration of the offering by PepGen Inc., a Delaware corporation (the "Company"), of up to 10,350,000 shares (the "Shares") of the Company's Common Stock, \$0.0001 par value per share, including 1,350,000 Shares purchasable by the underwriters upon their exercise of an option to purchase additional shares 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, will be validly issued, fully paid and non-assessable.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement and to the references to our firm under the caption "Legal Matters" in the 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