

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

KEROS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

2834
(Primary Standard Industrial Classification Code Number)

81-1173868
(I.R.S. Employer Identification No.)

**99 Hayden Avenue, Suite 120, Building E
Lexington, Massachusetts 02421
Tel: (617) 314-6297**

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

**Jasbir Seehra
Chief Executive Officer
Keros Therapeutics, Inc.
99 Hayden Avenue, Suite 120, Building E
Lexington, Massachusetts 02421
Tel: (617) 314-6297**

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

**Marc A. Recht
Ryan S. Sansom
Brandon Fenn
Cooley LLP
500 Boylston Street
Boston, Massachusetts 02116
(617) 937-2300**

**Copies to:
Esther Cho
Head of Legal
Keros Therapeutics, Inc.
99 Hayden Avenue, Suite 120, Building
Lexington, Massachusetts 02421
(617) 314-6297**

**Peter N. Handrinos
Nathan Alishvili
Latham & Watkins LLP
200 Clarendon Street
New York, New York 02116
(617) 948-6000**

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. (333-250010)

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, 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 Accelerated Filer
Non-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	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee ⁽¹⁾
Common Stock, \$0.0001 par value per share	\$8,558,875	\$934

(1) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$140,941,125 on a Registration Statement on Form S-1 (File No. 333-250010), which was declared effective by the Securities and Exchange Commission on November 12, 2020. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$8,558,875 is hereby registered, which includes the additional shares issuable upon the exercise of the underwriters' option to purchase additional shares.

This 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 OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (the "Registration Statement") is being filed with the Securities and Exchange Commission (the "Commission") with respect to the registration of additional common stock, par value \$0.0001 per share (the "Common Stock"), of Keros Therapeutics, Inc. (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form S-1 (File No. 333-250010) (the "Prior Registration Statement"), which the Commission declared effective on November 12, 2020, and is being filed solely for the purpose of registering additional securities of the same class as were included in the Prior Registration Statement.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of shares to be offered in the public offering by \$8,558,875, which includes additional shares that the underwriters have the option to purchase. The additional shares of Common Stock 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.

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

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Cooley LLP
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of the Registration Statement on Form S-1 (File No. 333-250010), filed with the Commission on November 10, 2020 and incorporated herein by reference).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Lexington, Massachusetts, on the 12th day of November, 2020.

KEROS THERAPEUTICS, INC.

By: /s/ Jasbir Seehra

Name: Jasbir Seehra, Ph.D.

Title: Chief Executive Officer

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>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Jasbir Seehra</u> Jasbir Seehra, Ph.D.	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	November 12, 2020
<u>/s/ Keith Regnante</u> Keith Regnante	Chief Financial Officer <i>(Principal Financial and Accounting Officer)</i>	November 12, 2020
<u>*</u> Nima Farzan	Director	November 12, 2020
<u>*</u> Carl Gordon, Ph.D., C.F.A.	Director	November 12, 2020
<u>*</u> Tomer Kariv	Director	November 12, 2020
<u>*</u> Julius Knowles	Director	November 12, 2020
<u>*</u> Alon Lazarus, Ph.D.	Director	November 12, 2020
<u>*</u> Ran Nussbaum	Director	November 12, 2020

*By: /s/ Jasbir Seehra

Jasbir Seehra, Ph.D.

Attorney-in-Fact



Marc A. Recht
T: +1 617 937 2316
mrecht@cooley.com

November 12, 2020

Keros Therapeutics, Inc.
99 Hayden Avenue
Bldg. E, Suite 120
Lexington, MA 02421

Ladies and Gentlemen:

We have acted as counsel to Keros Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the filing by the Company of a Registration Statement on Form S-1 (No. 333-250010) (the "**Initial Registration Statement**") with the Securities and Exchange Commission, including a related prospectus included in the Initial Registration Statement (the "**Prospectus**"), and a Registration Statement on Form S-1 related thereto filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "**462(b) Registration Statement**") and, together with the Initial Registration Statement, the "**Registration Statements**"), covering an underwritten public offering of up to 2,990,000 shares of the Company's common stock, par value \$0.0001 ("**Shares**") (including up to 390,000 Shares that may be sold by the Company upon exercise of an option to purchase additional shares to be granted to the underwriters).

In connection with this opinion, we have examined and relied upon (a) the Registration Statements and Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as currently in effect, and (c) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have undertaken no independent verification with respect to such matters.

We have assumed the genuineness or all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Registration Statements and the Prospectus, will be validly issued, fully paid and non-assessable.



Keros Therapeutics, Inc.
November 12, 2020
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We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Initial Registration Statement and to the filing of this opinion as an exhibit to the 462(b) Registration Statement.

Sincerely

Cooley LLP

By: /s/ Marc A. Recht
Marc A. Recht

Cooley LLP 500 Boylston Street Boston, MA 02116-3736
Phone: (617) 937-2300 Fax: (617) 937-2400

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated February 26, 2020 (April 1, 2020, as to the subsequent events described in Note 15), relating to the consolidated financial statements of Keros Therapeutics, Inc. and its subsidiary included in Registration Statement on Form S-1 (No. 333-250010) of Keros Therapeutics, Inc. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
November 12, 2020