

Sientra, Inc.  
Form S-3MEF  
May 03, 2018

As filed with the Securities and Exchange Commission on May 3, 2018

Registration No. 333-222453

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

**FORM S-3**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Sientra, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**20-5551000**  
**(I.R.S. Employer**  
**Identification Number)**  
**420 South Fairview Avenue, Suite 200**

**Santa Barbara, CA 93117**

**(805) 562-3500**

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

**Jeffrey Nugent**

**Chief Executive Officer**

**Sientra, Inc.**

**420 South Fairview Avenue, Suite 200**

**Santa Barbara, CA 93117**

**(805) 562-3500**

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

*With a copy to:*

**Patrick F. Williams**

**Chief Financial Officer and Treasurer**

**Sientra, Inc.**

**420 South Fairview Avenue, Suite 200**

**Santa Barbara, CA 93117**

**(805) 562-3500**

**Michael S. Kagnoff, Esq.**

**DLA Piper LLP (US)**

**4365 Executive Drive, Suite 1100**

**San Diego, CA 92121**

**Tel: (858) 677-1400**

**Fax: (858) 677-1401**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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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, other than securities offered only in connection with dividend or interest reinvestment plans, 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. 333-222453

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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**

<b>Title of each class of securities to be registered</b>	<b>Proposed maximum aggregate offering price (1)</b>	<b>Amount of registration fee (2)</b>
Common Stock, par value \$0.01 per share	\$15,000,006.50	\$1,867.50

- (1) The registrant previously registered securities at an aggregate offering price not to exceed \$150,000,000 on a Registration Statement on Form S-3 (File No. 333-222453), which was filed by the registrant on January 8, 2018 and declared effective on February 2, 2018 (the Prior Registration Statement ). In accordance with Rule 462(b) under the Securities Act of 1933, as amended, an additional number of securities having a proposed maximum aggregate offering price of \$15,000,006.50 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that registered under such registration statements.).
- (2) Pursuant to Rule 457(o) of the rules and regulations under the Securities Act of 1933, as amended, the registration fee has been calculated on the basis of the maximum aggregate offering price and the number of securities being registered has been omitted.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.**

**EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of common stock of the Registrant contemplated by the shelf registration statement on Form S-3 (File No. 333-222453) originally filed with the Commission by the Registrant on January 8, 2018, as amended (the Prior Registration Statement), and is being filed for the sole purpose of registering additional securities of the same class as were included in the Prior Registration Statement. The contents of the Prior Registration Statement, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto are hereby incorporated by reference.

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

**Exhibit Index**

**Exhibit**

<b>Number</b>	<b>Description</b>
5.1	<u>Opinion of DLA Piper LLP (US)</u>
23.1	<u>Consent of KPMG LLP</u>
23.2	<u>Consent of SingerLewak LLP</u>
23.3	<u>Consent of DLA Piper LLP (US) (included in Exhibit 5.1)</u>
24.1*	<u>Power of Attorney</u>

\* Previously filed with the Registrant's Registration Statement on Form S-3, as amended, originally filed with the Commission on January 8, 2018 and incorporated by reference herein.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized in the City of Santa Barbara, State of California, on May 3, 2018.

SIENTRA, INC.

By: /s/ Jeffrey Nugent  
 Jeffrey Nugent  
 Chairman and 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.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Jeffrey Nugent	Chairman and Chief Executive Officer	May 3, 2018
Jeffrey Nugent	(Principal Executive Officer)	
/s/ Patrick F. Williams	Chief Financial Officer and Treasurer	May 3, 2018
Patrick F. Williams	(Principal Financial and Accounting Officer)	
*	Lead Independent Director	May 3, 2018
Nicholas Simon		
*	Director	May 3, 2018
Timothy Haines		
*	Director	May 3, 2018
R. Scott Greer		
*	Director	May 3, 2018
Kevin C. O Boyle		
*	Director	May 3, 2018
Philippe A. Schaison		
*	Director	May 3, 2018

Keith Sullivan

\*By: /s/ Patrick F. Williams  
Patrick F. Williams  
*Attorney-in-fact*