

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

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

Lantern Pharma Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

46-3973463
(I.R.S. Employer
Identification No.)

Lantern Pharma Inc.
1920 McKinney Avenue, 7th Floor
Dallas, Texas 75201
(972) 277-1136

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

Panna Sharma
President and Chief Executive Officer
1920 McKinney Avenue
Dallas, Texas 75201
(628) 777-3339

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

Copies to:

Scott E. Bartel, Esq.
Daniel B. Eng, Esq.
Lewis Brisbois Bisgaard & Smith LLP
633 West 5th Avenue, Suite 4000
Los Angeles, CA 90071
(213) 358-6174

Brad L. Shiffman, Esq.
Blank Rome LLP
1271 Avenue of the Americas
New York, NY 10020
(212) 885-5442

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. Registration Statement No. 333-237714

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
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 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⁾⁽²⁾	Amount of registration fee⁽³⁾
Common Stock, par value \$0.0001 per share	\$ 943,350	\$ 122.45
Total	<u>\$ 943,350</u>	<u>\$ 122.45</u>

(1) Based on the public offering price and calculated for the registration fee in accordance with Rule 457(o) of the Securities Act of 1933, as amended.

(2) Includes the aggregate offering price of additional shares that the underwriters have the option to purchase, if any.

(3) The registrant previously registered an aggregate of \$30,556,650 of common stock on its Registration Statement on Form S-1 (File No. 333-237714), for which a filing fee of \$3,966.26 was paid.

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

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act") and General Instruction V of Form S-1. The contents of the Registration Statement on Form S-1, as amended (File No. 333-237714), including the exhibits thereto, filed by Lantern Pharma Inc. with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act, which was declared effective by the Commission on June 10, 2020, are incorporated by reference into this Registration Statement.

PART II—INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

Exhibit No.	Description
5.1	Opinion of Lewis Brisbois Bisgaard & Smith, LLP
23.1	Consent of EisnerAmper LLP, independent registered public accounting firm
23.2	Consent of Lewis Brisbois Bisgaard & Smith, LLP (included in Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form S-1 (File No. 333-237714), initially filed by the Registrant on April 16, 2020 and declared effective by the Securities and Exchange Commission on June 10, 2020)

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 Dallas, State of Texas, on June 11, 2020.

Lantern Pharma Inc.

By: /s/ Panna Sharma
Panna Sharma
Chief Executive Officer
(Principal Executive Officer)

By: /s/ David R. Margrave
David R. Margrave
Chief Financial Officer
*(Principal Financial and
Principal Accounting 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.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Panna Sharma</u> Panna Sharma	Chief Executive Officer, and President <i>(Principal Executive Officer)</i>	June 11, 2020
<u>/s/ David R. Margrave</u> David R. Margrave	Chief Financial Officer <i>(Principal Financial and Principal Accounting Officer)</i>	June 11, 2020
<u>*</u> Leslie W. Kreis, Jr.	Director	June 11, 2020
<u>*</u> Donald J. Keyser	Chairman of the Board	June 11, 2020
<u>*</u> David S. Silberstein	Director	June 11, 2020
<u>*</u> Vijay Chandru	Director	June 11, 2020
<u>*</u> Franklyn Prendergast	Director	June 11, 2020

* Pursuant to Power of Attorney

By: /s/ Panna Sharma
Panna Sharma, Attorney-in-Fact



633 West 5th Street, Suite 4000
Los Angeles, California 90071

June 11, 2020

Lantern Pharma Inc.
1920 McKinney Avenue, 7th Floor
Dallas, Texas 75201

Re: Common Stock Registered under Registration Statement on Form S-1

Ladies and Gentlemen:

We represent Lantern Pharma Inc., a Delaware corporation (the “Company”), in connection with a Registration Statement on Form S-1, Registration No. 333-237714, originally filed with the Securities and Exchange Commission on April 16, 2020 (such Registration Statement, as amended, being referred to herein as the “Initial Registration Statement”) and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “Securities Act”) (the “Additional Securities Registration Statement” and, together with the Initial Registration Statement, the “Registration Statement”), registering \$31,500,000 of common stock, par value \$0.0001 per share, of the Company (the “Common Stock”).

In connection with the furnishing of this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

1. the Registration Statement;
2. the Underwriting Agreement dated June 10, 2020 (the “Underwriting Agreement”);
3. the Company’s Certificate of Incorporation;
4. the Certificate of Amendment to Certificate of Incorporation; and
5. the By-laws of the Company.

In addition, we have examined such corporate records of the Company that we have considered appropriate, certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinion set forth below, including without limitation, certain resolutions of the Board of Directors. We have also relied upon the factual matters contained in the representations and warranties of the Company made in the Documents.

In our examination of the Documents referred to above, we have assumed, without independent investigation, the genuineness of all signatures, the completeness and authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the completeness and authenticity of the originals of such copies. We have also assumed that the (i) the Registration Statement shall have been declared effective under the Act and (ii) such effectiveness shall not have been terminated or rescinded.

Based upon our examination mentioned above, subject to the assumptions stated and relying on statements of fact contained in the documents that we have examined, we are of the opinion that the Common Stock has been duly authorized by all necessary corporate action of the Company and, when issued, delivered and paid for as contemplated in the Registration Statement and in accordance with the terms of the Underwriting Agreement, the Common Stock will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm appearing under the caption "Legal Matters" in the prospectus that forms a part of the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules.

We are admitted to practice in the State of California, and we express no opinion as to matters governed by any laws other than the laws of the State of California, the Delaware General Corporation Law and the Federal laws of the United States. The reference and limitation to "Delaware General Corporation Law" includes the statutory provisions, all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting those laws.

Sincerely,

/s/ Lewis Brisbois Bisgaard & Smith LLP

LEWIS BRISBOIS BISGAARD & SMITH LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of Lantern Pharma Inc. on Form S-1 (No. XXX-XXXXXX) to be filed on or about June 11, 2020 of our report dated April 16, 2020, except for Note 11, which is May 11, 2020, on our audits of the consolidated financial statements as of December 31, 2019 and 2018 and for each of the years then ended. Our report includes an explanatory paragraph about the existence of substantial doubt concerning the Company's ability to continue as a going concern.

/s/ EisnerAmper LLP

EISNERAMPER LLP
Iselin, New Jersey
June 11, 2020