

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

FORWARD PHARMA A/S

(Exact Name of Registrant as Specified in Its Charter)

N/A

(Translation of Registrant's Name into English)

Denmark

(State or Other Jurisdiction of
Incorporation or Organization)

2834

(Primary Standard Industrial
Classification Code Number)

Not applicable

(I.R.S. Employer
Identification Number)

**Forward Pharma A/S
Østergade 24A, 1
1100 Copenhagen K, Denmark
+45 33 44 42 42**

(Address, Including ZIP Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**CT Corporation System
1015 15th Street, NW
Suite 1000
Washington, DC 20005
Tel: (212) 572-3100**

(Name, Address, Including ZIP Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Kristopher D. Brown
Wayne J. Rapozo
Dechert LLP
1095 Avenue of the Americas
New York, NY 10036
(212) 698-3500**

**David B. Allen
David C. Lee
K&L Gates LLP
1 Park Plaza
Twelfth Floor
Irvine, CA 92614
(949) 253-0900**

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ File No. 333-198013

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. ☐

CALCULATION OF REGISTRATION FEE

CLASS OF SECURITIES TO BE REGISTERED	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)(2)(3)	AMOUNT OF REGISTRATION FEE(4)
Ordinary shares, par value DKK 0.10 per share(5)	\$ 12,622,618	\$ 1,466.75(6)

- (1) Represents an additional amount of maximum aggregate proceeds of \$12,622,618 equal to the new maximum aggregate offering price of \$253,575,000 less the maximum aggregate offering price of \$240,952,382 that was previously registered under the Registrant's Registration Statement on Form F-1 (File No. 333-198013), as amended (the "Initial Registration Statement"), and includes ordinary shares represented by American Depositary Shares, or ADSs, that may be purchased by the underwriters to cover over-allotments, if any.
- (2) Based on the initial public offering price.
- (3) Includes ordinary shares loaned by Nordic Biotech Opportunity Fund K/S to the Company (the "Borrowed Shares") as part of the initial deposit of ordinary shares into the American Depositary Receipt Program and the issuance of ADSs immediately following the consummation of this offering and sales of the ADSs for purposes of facilitating the orderly closing of this offering. The Company will issue ordinary shares in an amount equal to the Borrowed Shares to the underwriters and the underwriters will deposit such shares into the American Depositary Receipt Program, following which the Borrowed Shares underlying the ADSs shall be returned to Nordic Biotech Opportunity Fund K/S.
- (4) Calculated pursuant to Rule 457(o) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.
- (5) Each ADS represents one ordinary share. ADSs issuable upon deposit of the ordinary shares registered hereby are being registered pursuant to a separate registration statement on Form F-6 (File No. 333-199230).
- (6) The Registrant previously paid a filing fee of \$30,518.67 in connection with the maximum aggregate offering price of \$240,952,382 registered under the Initial Registration Statement.

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 AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) ("Rule 462(b)") and General Instruction V of Form F-1, both promulgated under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index, the opinion of Nielsen Nørager regarding the validity of the securities being registered and related consent, and the consent of Ernst & Young Denmark P/S. This Registration Statement relates to the Initial Registration Statement, declared effective by the Securities and Exchange Commission on October 14, 2014. We are filing this Registration Statement for the sole purpose of increasing the maximum aggregate offering amount, which includes shares issuable upon the exercise of the underwriters' option to purchase additional ADSs. Pursuant to Rule 462(b), the contents of the Initial Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 8. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in Registration Statement No. 333-198013 are incorporated by reference herein, and shall be deemed to be a part of this Registration Statement, except for the following, which are filed herewith.

Exhibit Number	Description
5.1	Opinion of Nielsen Nørager, counsel of Forward Pharma A/S.
23.1	Consent of Ernst & Young Denmark P/S.
23.2	Consent of Nielsen Nørager, counsel of Forward Pharma A/S (included in Exhibit 5.1).
24.1	Powers of Attorney (included on the signature page to Amendment No. 1 to the Registration Statement on Form F-1 (File No. 333-198013), as amended, filed with the Securities and Exchange Commission on September 12, 2014 and incorporated by reference herein).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Copenhagen, Denmark on October 15, 2014.

FORWARD PHARMA A/S

By: /s/ PEDER MØLLER ANDERSEN
Name: Peder Møller Andersen
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 on October 15, 2014, in the capacities indicated:

<u>/s/ PEDER MØLLER ANDERSEN</u> Peder Møller Andersen	Chief Executive Officer (principal executive officer)
<u>/s/ JOEL SENDEK</u> Joel Sendek	Chief Financial Officer (principal financial officer and principal accounting officer)
<u>/s/ FLORIAN SCHÖNHARTING</u> Florian Schönharting	Director (Chairman)
<u>*</u> J. Kevin Buchi	Director
<u>*</u> Torsten Goesch	Director
<u>*</u> Jan G. J. van de Winkel	Director
*By: <u>/s/ FLORIAN SCHÖNHARTING</u> Florian Schönharting Attorney-in-fact	

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Signature of Authorized U.S. Representative of Registrant

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Forward Pharma A/S has signed this registration statement on October 15, 2014.

FORWARD PHARMA USA, LLC

By: /s/ JOEL SENDEK
Name: Joel Sendek
Title: Chief Financial Officer

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EXHIBITS

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15 OCTOBER 2014

Ladies and Gentlemen,

FORWARD PHARMA A/S, COMPANY REG. NO. (CVR) 28865880

We have acted as Danish legal counsel to Forward Pharma A/S (the “**Company**”) in relation to the registration and issue by the Company (the “**Offering**”) of up to 976,190 additional American Depositary Shares evidenced by American Depositary Receipts (the “Subscription ADSs”), each representing 1 newly issued ordinary share of the Company of DKK 0.10 nominal value, as contemplated by the Registration Statement on Form F-1MEF (“the “**Registration Statement**”) to which this opinion has been filed as an exhibit.

The Registration Statement incorporates by reference the contents of the Registration Statement on Form F-1 (File No. 333-198013) declared effective by the Securities and Exchange Commission on October 14, 2014.

The Subscription ADSs are created by The Bank of New York Mellon on the basis of up to 976,190 new ordinary shares (the “**Subscription Shares**”) to be subscribed for by Leerink Partners LLC (“**Leerink**”).

Further, up to 146,429 additional ADSs may be created by The Bank of New York Mellon on the basis of up to 146,429 additional new ordinary shares of the Company (the “**Option Shares**”), which may be subscribed for by Leerink pursuant to an over-allotment option provided by the Company.

As used herein, the term “**Offer Shares**” shall include any Subscription Shares and Option Shares.

The Offering is expected to take place in connection with a listing of all Subscription ADSs (and Option ADSs to the extent that these are issued) on the NASDAQ Stock Exchange.

In our capacity as such counsel, we are familiar with (i) the proceedings relating to the creation of the Company as a Danish public limited liability company organized under the laws of Denmark, and (ii) the proceedings taken and proposed to be taken by the Company in connection with the issuance of the Offer Shares.

1 Basis of the opinion

For the purpose of this opinion we have examined the following documents:

- a) A copy of the Registration Statement;
- b) The articles of association of the Company as registered with the Danish Business Authority at 2:35 a.m. CET on the date hereof;
- c) An online transcript from the Danish Business Authority of 2:35 a.m. CET on the date hereof, with respect to the Company;
- d) A signed copy of the minutes from the extraordinary general meeting of the Company held on 11 August 2014 authorising the board of directors to issue the Offer Shares;
- e) A signed copy of the resolutions dated 2 and 14 October 2014 passed by the board of directors of the Company resolving on, among other things, the increase of the share capital represented by the Subscription Shares without pre-emption rights for existing shareholders and to be subscribed for at the Offering;
- f) A signed copy of the minutes of the extraordinary general meeting of the Company held on October 14, 2014 inter alia amending the articles of association of the Company;

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- g) The form of the stock lending agreement (the “**Stock Lending Agreement**”) to be concluded among Nordic Biotech Opportunity Fund K/S, Leerink, and the Company;

- h) Such other documents, agreements and records as we have deemed necessary for the purposes of rendering this opinion.

The documents mentioned in Sections 1a) — 1h) above are referred to as the “**Documentation**” or individually as a “**Document**”.

2 Assumptions

In rendering this opinion, we have relied, without independent verification, upon the following assumptions:

- a) That each Document is true, correct and fully updated and has not been amended, waived or revoked after the date of each such Document and that all material supplied to us has been supplied in full and has not subsequently been altered or amended;
- b) That the meetings which form the basis of or are referred to in Sections 1d), 1e) and 1f) were duly and properly convened and conducted and that all participants therein has acted *bona fide* throughout;
- c) That copies submitted to us of minutes of meetings and/or resolutions correctly record the proceedings at such meetings and/or subject matter which they purport to record, and that all resolutions set out in such copies were duly passed;
- d) The information contained in the online transcript from the Danish Business Authority (cf. Section 1c)) concerning the Company being accurate, complete and updated;
- e) The resolutions of the board of directors of the Company to increase the share capital represented by the Offer Shares referred to in Section

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1e) above, upon final allotment and pricing by the board, will be duly registered with the Danish Business Authority;

- f) The resolutions of the shareholders of the Company to inter alia amend the articles of association of the Company at the extraordinary general meeting referred to in Section 1f), will be duly registered with the Danish Business Authority;
- g) That the Stock Lending Agreement will be duly executed and delivered by all parties to said agreement;
- h) The conformity to original and final documentation to the extent we have been presented with copies or draft Documentation, and that originals were or will be executed in the manner appearing on the copy; and
- i) The genuineness of all signatures and dates on all Documentation (other than on behalf of the Company), examined by us, and that the identities of the signatories are as stated or written.

3 Qualifications

In addition to the assumptions set forth in Section 2 above, this opinion is subject to the following qualifications:

- a) This opinion is limited to the matters of the laws of Denmark as in effect today and as such laws are currently applied by Danish courts and we express no opinion with respect to the laws of any other jurisdiction nor have we made any investigations as to any law other than the laws of Denmark; and
- b) In rendering this opinion we have relied on certain matters of information obtained from the Company and other sources reasonably believed by us to be credible;

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We assume no obligation to notify you of any changes to this opinion as a result of any facts or circumstances that may come to our attention in the future or as a result of any change in the laws of Denmark which may hereafter occur.

4 Opinion

Based on the assumptions set forth in Section 2 and the qualifications set forth in Section 3, we are of the opinion that:

- a) The Company is a Danish public limited liability company (in Danish: “aktieselskab”) duly incorporated and validly existing under the laws of Denmark and registered with the Danish Business Authority;
- b) The Offer Shares will — when duly subscribed for, paid and registered with the Danish Business Authority as contemplated by the Registration Statement — be validly issued, fully paid and non-assessable.
- c) The Lending Shares and the Option Lending Shares (as defined in the Stock Lending Agreement) initially substituting for the Offer Shares have been validly issued, fully paid and registered with the Danish Business Authority and are non-assessable.

5 Reliance and limitation of liability

This opinion is limited to matters of the laws of Denmark as in effect and applied on the date of this opinion. We express no opinion with respect to the laws of any other jurisdiction, nor have we made any investigation as to any laws other than the laws of Denmark.

This opinion is strictly limited to the matters stated herein and is not to be read as extending by implication to any other matter.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our law firm under the caption “Legal Matters” in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

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Yours sincerely,
Nielsen Nørager Law Firm LLP

/s/ Jakob Mosegaard Larsen

Jakob Mosegaard Larsen
Attorney-at-law

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form F-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 April 8, 2014, with respect to the consolidated financial statements of Forward Pharma A/S included in Amendment No. 3 to the Registration Statement (Form F-1 No. 333-198013) and related Prospectus of Forward Pharma A/S.

/s/ Ernst & Young Denmark P/S
Copenhagen, Denmark
October 15, 2014
