

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

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

Coherus BioSciences, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

27-3615821
(I.R.S. Employer
Identification Number)

**201 Redwood Shores Parkway, Suite 200
Redwood City, CA 94065
(650) 649-3530**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Dennis M. Lanfear
President and Chief Executive Officer
Coherus BioSciences, Inc.
201 Redwood Shores Parkway, Suite 200
Redwood City, CA 94065
(650) 649-3530**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Alan C. Mendelson, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, CA 94025
Telephone: (650) 328-4600
Facsimile: (650) 463-2600**

**Alan F. Denenberg, Esq.
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
Telephone: (650) 752-2000
Facsimile: (650) 752-2111**

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. 333-202936

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Proposed maximum aggregate offering price ⁽¹⁾⁽²⁾	Amount of registration fee
Common Stock, \$.0001 par value	\$22,999,980	\$2,673

- (1) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-1, as amended (File No. 333-202936), is hereby registered. Includes the offering price of shares that may be purchased by the underwriters pursuant to an option to purchase additional shares.
- (2) Based on the public offering price.

The 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 BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.0001 per share, of Coherus BioSciences, Inc., a Delaware corporation, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1, as amended (File No. 333-202936), which was declared effective by the Securities and Exchange Commission on March 31, 2015, are incorporated by reference into this Registration Statement.

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

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Redwood City, California, on March 31, 2015.

COHERUS BIOSCIENCES, INC.

By: /s/ Dennis M. Lanfear
Dennis M. Lanfear
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dennis M. Lanfear</u> Dennis M. Lanfear	Chairman, President and Chief Executive Officer (Principal Executive Officer)	March 31, 2015
<u>/s/ Jean-Frédéric Viret, Ph.D.</u> Jean-Frédéric Viret, Ph.D.	Chief Financial Officer (Principal Financial and Accounting Officer)	March 31, 2015
<u>*</u> James I. Healy, M.D., Ph.D.	Director	March 31, 2015
<u>*</u> V. Bryan Lawlis, Ph.D.	Director	March 31, 2015
<u>*</u> Christos Richards	Director	March 31, 2015
<u>*</u> Ali J. Satvat	Director	March 31, 2015
<u>*</u> August J. Troendle, M.D.	Director	March 31, 2015
<u>*</u> Mats Wahström	Director	March 31, 2015
<u>*</u> Mary T. Szela	Director	March 31, 2015
<u>*By: /s/ Dennis M. Lanfear</u> Dennis M. Lanfear Attorney-in-Fact		March 31, 2015

EXHIBIT INDEX

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
5.1	Opinion of Latham & Watkins LLP
23.1	Consent of independent registered public accounting firm
23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1)
24.1	Power of Attorney (filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-202936), originally filed with the Securities and Exchange Commission on March 23, 2015 and incorporated by reference herein)

140 Scott Drive
 Menlo Park, California 94025
 Tel: +1.650.328.4600 Fax: +1.650.463.2600
 www.lw.com

LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Abu Dhabi	Milan
Barcelona	Moscow
Beijing	Munich
Boston	New Jersey
Brussels	New York
Century City	Orange County
Chicago	Paris
Doha	Riyadh
Dubai	Rome
Düsseldorf	San Diego
Frankfurt	San Francisco
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

March 31, 2015

Coherus BioSciences, Inc.
 201 Redwood Shores Parkway
 Suite 200
 Redwood City, CA 94065

Re: Form S-1 Registration Statement File No. 333-202936 and Registration Statement filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended

Ladies and Gentlemen:

We have acted as special counsel to Coherus BioSciences, Inc., a Delaware corporation (the "**Company**"), in connection with the registration of shares of the Company's common stock, \$0.0001 par value per share (the "**Common Stock**"), pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended (the "**Act**"), initially filed with the Securities and Exchange Commission (the "**Commission**") on March 23, 2015 (Registration No. 333-202936) (as amended, the "**Initial Registration Statement**") and a registration statement relating to the Initial Registration Statement filed pursuant to Rule 462(b) promulgated under the Act (the "**Post-Effective Amendment**") and together with the Initial Registration Statement, the "**Registration Statement**"). The Post-Effective Amendment relates to the registration of \$22,999,980 of shares of Common Stock of the Company (the "**Additional Shares**").

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus (the "**Prospectus**"), other than as expressly stated herein with respect to the issuance of the Additional Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "**DGCL**"), and we express no opinion with respect to any other laws.

LATHAM & WATKINS LLP

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Additional Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued by the Company against payment therefor (not less than par value) in the circumstances contemplated by the form of underwriting agreement most recently filed as an exhibit to the Registration Statement, the issuance and sale of the Additional Shares will have been duly authorized by all necessary corporate action of the Company, and the Additional Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus under the heading "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement and related Prospectus of Coherus BioSciences, Inc. filed pursuant to Rule 462(b) (Form S-1MEF) for the registration of shares of its common stock, of our report dated March 23, 2015, with respect to the consolidated financial statements of Coherus BioSciences, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2014, filed with the Securities and Exchange Commission, and to the reference to our firm under the caption “Experts” in Amendment No. 1 the Registration Statement (Form S-1 No. 333-202936) and related Prospectus of Coherus BioSciences, Inc. incorporated by reference into this Registration Statement.

/s/ Ernst & Young LLP

Redwood City, California
March 31, 2015