

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

FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**IVERIC bio, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**20-8185347**

(I.R.S. Employer  
Identification Number)

**One Penn Plaza, 35th Floor  
New York, New York 10119  
(212) 845-8200**

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

**Glenn P. Sblendorio  
President and Chief Executive Officer  
IVERIC bio, Inc.  
One Penn Plaza, 35th Floor  
New York, New York 10119  
(212) 845-8200**

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

Copies to:

**Brian A. Johnson, Esq.  
Wilmer Cutler Pickering Hale and Dorr LLP  
7 World Trade Center  
250 Greenwich Street  
New York, NY 10007  
Telephone: (212) 230-8800  
Fax: (212) 230-8888**

**Todd D.C. Anderman, Esq.  
Vice President, General Counsel & Corporate Secretary  
IVERIC bio, Inc.  
One Penn Plaza, 35<sup>th</sup> Floor  
New York, New York 10119  
Telephone: (212) 845-8200**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

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

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.  333-226497

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, a 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 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<br/>Aggregate Offering Price(1)</b> | <b>Amount of<br/>Registration Fee(2)</b> |
|---|---|--|
| Common Stock, \$0.001 par value per share (3)             | \$ 20,711,750   | \$ 2,688.39                              |

- (1) The registrant previously registered the offering, issuance and sale of securities of up to \$150,000,000 under the registration statement on Form S-3 (File No. 333-226497), which was filed by the registrant on August 1, 2018 (the "Registration Statement"). In accordance with Rule 462(b) under the Securities Act of 1933, an additional amount of securities having a proposed maximum aggregate offering price of \$20,711,750 is hereby registered, representing no more than 20% of the maximum aggregate offering price of securities available for issuance under the Registration Statement..
- (2) Calculated in accordance with Rule 457(o) under the Securities Act of 1933.
- (3) Including pre-funded warrants offered in lieu of common stock to certain investors.

**This registration statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, \$0.001 par value per share, of IVERIC bio, Inc., a Delaware corporation, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, representing an increase in the maximum aggregate offering price of \$20,711,750. The contents of the earlier registration statement on [Form S-3 \(File No. 333-226497\)](#), which was declared effective by the Securities and Exchange Commission (the "Commission") on August 15, 2018, including all exhibits thereto and all information incorporated by reference therein, are incorporated in this registration statement by reference.

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

The registrant hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth in the cover page of this registration statement by wire transfer of such amount to the Commission's account as soon as practicable (but no later than the close of business on June 18, 2020); (ii) it will not revoke such instruction; and (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee.

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## EXHIBIT INDEX

| <u>Exhibit No.</u>   | <u>Description</u>   |
|----------------------|--|
| <a href="#">5.1</a>  | <a href="#">Opinion of Wilmer Cutler Pickering Hale and Dorr LLP</a>   |
| <a href="#">23.1</a> | <a href="#">Consent of Ernst &amp; Young LLP, independent registered public accounting firm</a>  |
| <a href="#">23.2</a> | <a href="#">Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)</a>   |
| <a href="#">24.1</a> | <a href="#">Power of Attorney (incorporated by reference to the signature page to the registrant's registration statement on Form S-3 (File No. 333-226497) filed with the Commission on August 1, 2018)</a> |

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## 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 New York, New York, on this 17<sup>th</sup> day of June, 2020.

IVERIC bio, Inc.

By: /s/ Glenn Sblendorio  
Glenn Sblendorio  
President and Chief Executive 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>Signature</u>   | <u>Title</u>  | <u>Date</u>   |
|--|---|---------------|
| <u>/s/ Glenn P. Sblendorio</u><br>Glenn P. Sblendorio      | President, Chief Executive Officer and Director (principal executive officer)                             | June 17, 2020 |
| <u>/s/ David F. Carroll</u><br>David F. Carroll            | Senior Vice President, Chief Financial Officer and Treasurer (principal financial and accounting officer) | June 17, 2020 |
| <u>*</u><br>David R. Guyer, M.D.                           | Executive Chairman of the Board of Directors  | June 17, 2020 |
| <u>*</u><br>Axel Bolte                                     | Director  | June 17, 2020 |
| <u>/s/ Adrienne L. Graves</u><br>Adrienne L. Graves, Ph.D. | Director  | June 17, 2020 |
| <u>*</u><br>Jane P. Henderson                              | Director  | June 17, 2020 |

\* By: /s/ Glenn P. Sblendorio  
Glenn P. Sblendorio  
Attorney-in-Fact

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June 17, 2020

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wilmerhale.com

IVERIC bio, Inc.  
One Penn Plaza, 35<sup>th</sup> Floor  
New York, New York 10119

Re: IVERIC bio., Inc. – Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished to you in connection with (i) the Registration Statement on Form S-3 (the “Registration Statement”) filed by IVERIC bio, Inc., a Delaware corporation (the “Company”), with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), for the registration of shares of Common Stock, \$0.001 par value per share, of the Company (the “Common Stock”), and pre-funded warrants to purchase shares of Common Stock (the “Warrants”), with a proposed maximum aggregate offering price of \$20,711,750, including shares of Common Stock issuable upon exercise of an option granted to the underwriters by the Company to purchase additional shares. The Shares and the Warrants are collectively referred to herein as the “Securities.”

The Securities are to be sold by the Company pursuant to an underwriting agreement, dated June 17, 2020 (the “Underwriting Agreement”), being entered into by and between the Company and Cowen and Company, LLC and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named in the Underwriting Agreement, which will be filed on a Current Report on Form 8-K.

We are acting as counsel for the Company in connection with the issue and sale by the Company of the Securities. We have examined and relied upon signed copies of the Registration Statement as filed with the Commission. We have also examined and relied upon the Underwriting Agreement, the form of Warrants, minutes of meetings and actions of the stockholders and the Board of Directors of the Company as provided to us by the Company, the Certificate of Incorporation and Bylaws of the Company, each as restated and/or amended to date, and such other documents as we have deemed necessary for purposes of rendering the opinions hereinafter set forth.

Wilmer Cutler Pickering Hale and Dorr LLP, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007  
Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

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In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

Our opinions set forth below are qualified to the extent that they may be subject to or affected by (i) applicable bankruptcy, insolvency, reorganization, receivership, moratorium, fraudulent transfer, fraudulent conveyance or similar laws relating to or affecting the rights or remedies of creditors generally, (ii) statutory or decisional law concerning recourse by creditors to security in the absence of notice or hearing, (iii) duties and standards imposed on creditors and parties to contracts, including, without limitation, requirements of good faith, reasonableness and fair dealing, and (iv) general equitable principles. We express no opinion as to the availability of any equitable or specific remedy upon any breach of any of the agreements as to which we are opining herein, or any of the agreements, documents or obligations referred to therein, or to the successful assertion of any equitable defenses, inasmuch as the availability of such remedies or the success of any equitable defense may be subject to the discretion of a court.

We also express no opinion herein as to any provision of any agreement (a) which may be deemed to or construed to waive any right of the Company, (b) to the effect that rights and remedies are not exclusive, that every right or remedy is cumulative and may be exercised in addition to or with any other right or remedy and does not preclude recourse to one or more other rights or remedies, (c) relating to the effect of invalidity or unenforceability of any provision of the Warrants on the validity or enforceability of any other provision thereof, (d) which is in violation of public policy, including, without limitation, any provision relating to indemnification and contribution with respect to securities law matters, (e) which provides that the terms of the Warrants may not be waived or modified except in writing or (f) relating to choice of law or consent to jurisdiction.

We also express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware, the state laws of the State of New York and the federal laws of the United States of America.

Based upon and subject to the foregoing, we are of the opinion that:

1. The Shares have been duly authorized for issuance and, when such Shares are issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, such Shares will be validly issued, fully paid and nonassessable.
  2. The Warrants have been duly authorized and executed by the Company and, when the Warrants are delivered and paid for in accordance with the terms and conditions of the Underwriting Agreement, will constitute valid and legally binding obligations of the Company.
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IVERIC bio, Inc.  
June 17, 2020  
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3. The Warrant Shares have been duly authorized and reserved for issuance and, when issued, delivered and paid for upon exercise in accordance with the provisions of the Warrants, will be validly issued, fully paid and non-assessable.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein and in the related Prospectus under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING  
HALE AND DORR LLP

By: /s/ Brian A. Johnson

Brian A. Johnson, a Partner

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-3 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 February 27, 2020, with respect to the consolidated financial statements of IVERIC bio, Inc. included and incorporated by reference, respectively, in the Registration Statement (Form S-3 No. 333-226497) and related Prospectus of IVERIC bio, Inc. for the registration of its common stock and pre-funded warrants to purchase common stock.

/s/ Ernst & Young LLP

Iselin, NJ

June 17, 2020

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