

SECURITIES AND EXCHANGE COMMISSION

FORM S-1MEF

A new registration statement filed under Rule 462(b) to add securities to a prior related effective registration statement filed on Form S-1

Filing Date: **2013-05-16**
SEC Accession No. [0001104659-13-042505](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

STEMLINE THERAPEUTICS INC

CIK: [1264587](#) | IRS No.: [450522567](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-1MEF** | Act: **33** | File No.: [333-188659](#) | Film No.: [13852471](#)
SIC: **2834** Pharmaceutical preparations

Mailing Address
750 LEXINGTON AVENUE
NEW YORK NY 10022

Business Address
750 LEXINGTON AVENUE
NEW YORK NY 10022
212-831-1111

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

STEMLINE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

45-0522567
(I.R.S. Employer
Identification Number)

750 Lexington Avenue
Sixth Floor
New York, New York 10022
(646)502-2310

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

Ivan Bergstein, M.D.
Chairman, President and Chief Executive Officer
Stemline Therapeutics, Inc.
750 Lexington Avenue
Sixth Floor
New York, New York 10022
(646)502-2310

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

Copies to:

Matthew W. Mamak, Esq.
Mark F. McElreath, Esq.
Alston & Bird LLP
90 Park Avenue
New York, New York 10016

Ivan Blumenthal, Esq.
Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
Chrysler Center
666 Third Avenue

Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement is declared effective.

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. Registration No. 333-188378

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** **Smaller reporting company**
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price(1)		Amount of Registration Fee(2)	
Common Stock, \$0.0001 par value per share	\$	11,499,990	\$	1,568.60

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.
- (2) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act. The Registrant previously registered an aggregate of \$57,500,000 of its shares on the Registrant's Registration Statement on Form S-1 (File No. 333-188378) declared effective on May 16, 2013, for which a filing fee of \$7,843.00 was paid. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$11,499,990 is hereby registered, which includes shares issuable upon exercise of the underwriters' option to purchase additional shares.

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

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the purpose of registering additional shares of common stock, par value \$0.0001 per share, of Stemline Therapeutics, Inc., a Delaware corporation. The contents of the Registrant's earlier Registration Statement on Form S-1 (File No. 333-188378), as amended, which was declared effective on May 16, 2013, are incorporated herein by reference into, and shall be deemed part of, this registration statement.

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

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, State of New York, on this 16th day of May, 2013.

STEMLINE THERAPEUTICS, INC.

By: /s/ Ivan Bergstein, M.D.
 Ivan Bergstein, M.D.
 Chairman, 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 held on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ivan Bergstein, M.D.</u> Ivan Bergstein, M.D.	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	May 16, 2013
* <u>Stephen P. Hall</u>	Vice President of Finance and Chief Accounting Officer (Principal Financial and Accounting Officer)	May 16, 2013
* <u>Ron Bentsur</u>	Director	May 16, 2013
* <u>J. Kevin Buchi</u>	Director	May 16, 2013
* <u>Eric L. Dobmeier</u>	Director	May 16, 2013
* <u>Kenneth Zuerblis</u>	Director	May 16, 2013

*By: /s/ Ivan Bergstein, M.D.
Ivan Bergstein, M.D.
Attorney-in-Fact

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Alston & Bird LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Accounting Firm
23.2	Consent of Alston & Bird LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Previously filed as part of the Registrant' s Registration Statement on Form S-1 (File No. 333-188378) filed with the Commission on May 6, 2013.

ALSTON&BIRD LLP

90 Park Avenue
New York, NY 10016

212-210-9400
Fax:212-210-9444
www.alston.com

May 16, 2013

Stemline Therapeutics, Inc.
750 Lexington Avenue, Sixth Floor
New York, New York 10022

Ladies and Gentlemen:

We are acting as counsel to Stemline Therapeutics, Inc., a Delaware corporation (the “*Company*”). We have represented the Company in connection with the Company’s filing of a registration statement on Form S-1 (File No. 333-188378) filed by the Company with the Securities and Exchange Commission (the “Commission”) pursuant to the Securities Act of 1933, as amended (the “Securities Act”), on May 6, 2013 (and amended on May 13, 2013 and May 14, 2013) and declared effective by the Commission on May 16, 2013, as well as this registration statement filed in connection thereto under Rule 462 of the Securities Act (the “Rule 462 Registration Statement”, and collectively, the “Registration Statement”). The Rule 462 Registration Statement was filed by the Company with the Commission pursuant to the Securities Act, for the registration of shares of Common Stock, \$0.0001 par value per share, with a proposed maximum aggregate offering price of \$11,500,000 (the “*Shares*”), including Shares issuable upon the exercise of an option granted by the Company to the underwriters to purchase additional shares. This opinion is furnished to you at your request in accordance with the requirements of Item 16 of the Commission’s Form S-1 and Item 601(b)(5) of Regulation S-K promulgated under the Securities Act.

The Shares are to be sold by the Company pursuant to an underwriting agreement (the “*Underwriting Agreement*”) entered into by and among the Company, Jefferies LLC and Aegis Capital Corp., as representatives of the several underwriters named in Schedule 1 thereto, a form of which was filed as Exhibit 1.1 to the Registration Statement.

We have examined the Restated Certificate of Incorporation of the Company, the Amended and Restated Bylaws of the Company, records of proceedings of the Board of Directors, or committees thereof, and records of proceedings of the stockholders, deemed by us to be relevant to this opinion letter, and the Registration Statement. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinion set forth herein. In rendering such opinion, we have relied as to factual matters upon the representations, warranties and other statements made in the Underwriting Agreement.

Atlanta • Charlotte • Dallas • Los Angeles • New York • Research Triangle • Silicon Valley • Ventura County • Washington, D.C.

As to certain factual matters relevant to this opinion letter, we have relied conclusively upon originals or copies, certified or otherwise identified to our satisfaction, of such records, agreements, documents and instruments, including certificates or other

comparable documents of officers of the Company and of public officials, as we have deemed appropriate as a basis for the opinion hereinafter set forth. Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact, and, accordingly, we do not express any opinion as to matters that might have been disclosed by independent verification.

In our examination of the foregoing, 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.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized by all necessary corporate action of the Company and, when issued and paid for in accordance with the terms and conditions of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

Our opinion set forth herein is limited to the General Corporation Law of the State of Delaware, the laws of the State of New York, and the federal law of the United States, and we do not express any opinion herein concerning any other laws.

This opinion letter is provided to the Company for its use solely in connection with the transactions contemplated by the Underwriting Agreement and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent. The only opinion rendered by us consists of that set forth in the sixth paragraph of this letter, and no opinion may be implied or inferred beyond the opinion expressly stated. Our opinion expressed herein is as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect our opinion expressed herein.

We consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement and the use of our name therein and in the related 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 Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

ALSTON & BIRD LLP

By: /s/ Matthew W. Mamak
Matthew W. Mamak
Partner

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” and to the use of our report dated April 1, 2013 which is incorporated by reference in the registration statement (Form S-1 No. 333-188378) and related Prospectus of Stemline Therapeutics, Inc. dated May 16, 2013, in this registration statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933.

/s/ Ernst & Young LLP

MetroPark, New Jersey
May 16, 2013
