

SECURITIES AND EXCHANGE COMMISSION

FORM S-3MEF

A new registration statement filed under Rule 462(b) to add securities to a prior related effective registration statement filed on Form S-3

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FILER

Aegerion Pharmaceuticals, Inc.

CIK: [1338042](#) | IRS No.: [202960116](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
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SIC: **2834** Pharmaceutical preparations

Mailing Address

*101 MAIN STREET
SUITE 1850
CAMBRIDGE MA 02142*

Business Address

*101 MAIN STREET
SUITE 1850
CAMBRIDGE MA 02142
(617) 500-7867*

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AGERION PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-2960116
(I.R.S. Employer
Identification Number)

101 Main Street, Suite 1850
Cambridge, Massachusetts 02142
(617) 500-7867

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

Marc D. Beer
Chief Executive Officer
Agerion Pharmaceuticals, Inc.
101 Main Street, Suite 1850
Cambridge, Massachusetts 02142
(617) 500-7867

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

With copies to:

Anne Marie Cook, Esq.
Senior Vice President, General Counsel
Agerion Pharmaceuticals, Inc.
101 Main Street, Suite 1850
Cambridge, Massachusetts 02142
(617) 500-7867

Marc A. Rubenstein, Esq.
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, Massachusetts 02199
(617) 951-7000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes 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 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. 333-177967

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. (Check one):

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	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$0.001 par value per share	N/A	N/A	\$13,810,399(1)	\$1,884(2)

- (1) In no event will the aggregate offering price of all securities issued from time to time by the registrant under this registration statement (“Primary Securities”) exceed \$13,810,399.25 or its equivalent in any other currency, currency units, or composite currency or currencies. The Primary Securities covered by this registration statement may be sold separately, together, or as units with other Primary Securities registered under this registration statement.
- (2) Estimated in accordance with Rule 457(o).

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. The contents of the Registration Statement on Form S-3 (File No. 333-177967) initially filed by Aegerion Pharmaceuticals, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") on November 14, 2011, and amended on December 12, 2011, which was declared effective by the Commission on December 19, 2011, are incorporated herein by reference.

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 Company has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on January 10, 2013.

AEGERION PHARMACEUTICALS, INC.

By: /s/ Marc D. Beer
Marc D. Beer
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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marc D. Beer</u> Marc. D Beer	Chief Executive Officer (Principal Executive Officer) and Director	January 10, 2013
<u>/s/ Mark J. Fitzpatrick</u> Mark J. Fitzpatrick	President (Principal Financial Officer and Principal Accounting Officer)	January 10, 2013
<u>*</u> David I. Scheer	Chairman of the Board of Directors	January 10, 2013
<u>*</u> Sol J. Barer	Director	January 10, 2013
<u>*</u> Antonio M. Gotto Jr.	Director	January 10, 2013
<u>*</u> Paul G. Thomas	Director	January 10, 2013

*By: /s/ Mark J. Fitzpatrick
Mark J. Fitzpatrick
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP
24.1*	Power of Attorney

* Filed as Exhibit 24.1 to the Registrant' s Registration Statement on Form S-3 (File No. 333-177967) and Amendment No. 1 to such Registration Statement, filed with the Commission on November 14, 2011 and December 12, 2011, respectively.



January 10, 2013

Aegerion Pharmaceuticals, Inc.
101 Main Street, Suite 1850
Cambridge, MA 02142

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is being furnished to you in connection with the Registration Statement on Form S-3 (the "Registration Statement") filed by Aegerion Pharmaceuticals, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Rule 462(b) of the Securities Act, for the registration of shares of Common Stock, \$0.001 par value per share, of the Company (the "Shares"). The Registration Statement incorporates by reference the contents of the Company's registration statement on Form S-3 (File No. 333-177967), which was declared effective by the Commission on December 19, 2011, including the base prospectus dated December 19, 2011 (the "Base Prospectus"). We understand that the Shares are to be offered and sold in the manner described in the Base Prospectus and a Prospectus Supplement to be filed by the Company with the Commission on or about January 11, 2013 (the "Prospectus Supplement" and together with the Base Prospectus, the "Prospectus").

We have acted as counsel for the Company in connection with the proposed sale of the Shares. For purposes of this opinion, we have examined and relied upon such documents, records, certificates and other instruments, and have made investigation of fact and such examination of law, as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Company, public officers and other appropriate persons.

The opinions expressed below are limited to the Delaware General Corporation Law.

Based upon and subject to the foregoing, we are of the opinion that the Shares, when sold as described in the Prospectus Supplement, will be duly authorized, validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus Supplement. Our consent shall not be deemed an admission that we are experts whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP
Ropes & Gray LLP

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3) and related Prospectus of Aegerion Pharmaceuticals Inc. for the registration of up to \$13,810,399 in shares of its common stock and to the incorporation by reference therein of our reports dated March 15, 2012, with respect to the consolidated financial statements of Aegerion Pharmaceuticals, Inc. and the effectiveness of internal control over financial reporting of Aegerion Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

MetroPark, New Jersey
January 9, 2013