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

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

Sensei Biotherapeutics, 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)

83-1863385
(I.R.S. Employer
Identification Number)

**1405 Research Blvd, Suite 125
Rockville, MD 20850
(240) 243-8000**

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

**John Celebi
President and Chief Executive Officer
Sensei Biotherapeutics, Inc.
1405 Research Blvd, Suite 125
Rockville, MD 20850
(240) 243-8000**

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

Copies to:

**Michael E. Tenta
Brian F. Leaf
Brent B. Siler
Mark Ballantyne
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

**Edwin O'Connor
Seo Salimi
Goodwin Procter LLP
620 Eighth Avenue
New York, New York 10018
(212) 813-8800**

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 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. (File No. 333-252138)

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, 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

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

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common Stock, \$0.0001 par value per share	1,282,309	\$19.00	\$24,363,871	\$2,658.10

- (1) The Registrant previously registered securities on a Registration Statement on Form S-1, as amended (File No. 333-252138), which was declared effective on February 3, 2021. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), an additional 1,282,309 shares of common stock having a proposed maximum aggregate offering price of \$24,363,871 are hereby registered, which includes an additional 167,257 shares that the underwriters have the option to purchase.
- (2) The registration fee is based on the public offering price.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$121,819,500 on a Registration Statement on Form S-1 (File No. 333-252138), which was declared effective by the Securities and Exchange Commission on February 3, 2021. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$24,363,871 is hereby registered, which includes shares issuable upon the 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) promulgated under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement (the “Registration Statement”) is being filed with the Securities and Exchange Commission (the “Commission”) with respect to the registration of additional shares of common stock, par value \$0.0001 per share (the “Common Stock”), of Sensei Biotherapeutics, Inc. (the “Registrant”), pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”). This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form S-1, as amended (File No. 333-252138) (the “Prior Registration Statement”), which the Commission declared effective on February 3, 2021. This Registration Statement is being filed solely for the purpose of increasing the number of shares to be offered in the public offering by 1,282,309 shares of Common Stock, which includes 167,257 shares of Common Stock that may be sold pursuant to the underwriters’ option to purchase additional shares. The additional shares of Common Stock that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

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

EXHIBIT INDEX

Exhibit Number	Description
5.1	<u>Opinion of Cooley LLP.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Cooley LLP (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on the signature page of the Registration Statement on Form S-1, as amended (File No. 333-252138), and incorporated herein by reference).</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockville, State of Maryland, on February 3, 2021.

SENSEI BIOTHERAPEUTICS, INC.

By: /s/ John Celebi

Name: John Celebi

Title: President and 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 in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John Celebi</u> John Celebi	President, Chief Executive Officer and Director (Principal Executive Officer)	February 3, 2021
* <u>Erin Colgan</u>	Senior Vice President of Finance (Principal Financial and Accounting Officer)	February 3, 2021
* <u>Bob Holmen</u>	Director	February 3, 2021
* <u>James Peyer, Ph.D.</u>	Director	February 3, 2021
* <u>Samuel Broder, M.D.</u>	Director	February 3, 2021
* <u>Thomas Ricks</u>	Director	February 3, 2021
* <u>Deneen Vojta</u>	Director	February 3, 2021

*By: /s/ John Celebi

John Celebi

Attorney-in-Fact



Michael E. Tenta
T: +1 650 843 5636
mtenta@cooley.com

February 3, 2021

Sensei Biotherapeutics, Inc.
1405 Research Blvd, Suite 125
Rockville, MD 20850

Ladies and Gentlemen:

You have requested our opinion, as counsel to Sensei Biotherapeutics, Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company of a Registration Statement on Form S-1 (the "Registration Statement") with the Securities and Exchange Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended, relating to an underwritten public offering of up to 1,282,309 shares of the Company's common stock, par value \$0.0001 per share (the "Shares"). The Registration Statement incorporates by reference the Registration Statement on Form S-1, as amended (File No. 333-252138), which was declared effective on February 3, 2021 (the "Prior Registration Statement"), including the prospectus which forms a part of the Prior Registration Statement (the "Prospectus").

In connection with this opinion, we have examined and relied upon (i) the Registration Statement, the Prior Registration Statement and the Prospectus, (ii) the Company's Third Amended and Restated Certificate of Incorporation and Bylaws, each as currently in effect, (iii) the Company's Amended and Restated Certificate of Incorporation, filed as Exhibit 3.3 to the Prior Registration Statement, and the Company's Amended and Restated Bylaws, filed as Exhibit 3.4 to the Prior Registration Statement, each of which is to be in effect immediately following the closing of the offering contemplated by the Registration Statement and (iv) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all person other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Prior Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Prior Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Michael E. Tenta
Michael E. Tenta

Cooley LLP 3175 Hanover Street Palo Alto, CA 94304-1130
t: (650) 843-5000 f: (650) 849-7400 cooley.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated November 12, 2020 (February 1, 2021 as to the effects of the reverse stock split discussed in Note 15) relating to the financial statements of Sensei Biotherapeutics, Inc. appearing in the Registration Statement No. 333-252138 on Form S-1. We also consent to the reference to us under the heading “Experts” in Registration Statement No 333-252138 on Form S-1.

/s/ Deloitte & Touche LLP

Baltimore, Maryland
February 3, 2021