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

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

PERSONALIS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

8071
(Primary Standard Industrial
Classification Code Number)

27-5411038
(I.R.S. Employer
Identification Number)

**1330 O'Brien Drive
Menlo Park, CA 94025
(650) 752-1300**
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**John West
President and Chief Executive Officer
Personalis, Inc.
1330 O'Brien Drive
Menlo Park, CA 94025
(650) 752-1300**

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

Copies to:

**James C. Kitch
Michael Tenta
Peter N. Mandel
Cooley LLP
3175 Hanover Street
Palo Alto, California 94304
(650) 843-5000**

**Alan F. Denenberg
Stephen Salmon
Davis Polk & Wardwell LLP
1600 El Camino Real
Menlo Park, CA 94025
Phone: (650) 752-2000**

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. (333-231703)

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, 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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
Emerging growth company

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	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee(3)
Common stock, par value \$0.0001 per share (2)(3)	1,443,058	\$17.00	\$24,531,986	\$2,973.28

- (1) Represents only the additional number of shares being registered and includes an additional 188,225 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-231703).
- (2) 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.
- (3) The registrant previously registered 7,666,667 shares of its common stock with an aggregate offering price not to exceed \$122,666,672 on a Registration Statement on Form S-1 (File No. 333-231703), which was declared effective by the Securities and Exchange Commission on June 19, 2019. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$24,531,986 are hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares.

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 OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 (this "Registration Statement") is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by Personalis, Inc. (the "Registrant") by 1,443,058 shares, 188,225 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares of the Registrant's common stock. The additional securities 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 Registration Statement on Form S-1, as amended (File No. 333-231703) (the "Prior Registration Statement"). The information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

The required opinion and consents are listed on an 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 page II-7 of the original filing of the Registration Statement on Form S-1 (File No. 333-231703), filed with the Commission on May 23, 2019 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 Menlo Park, State of California, on June 19, 2019.

PERSONALIS, INC.

By: /s/ John West

John West

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 West</u> John West	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	June 19, 2019
<u>/s/ Aaron Tachibana</u> Aaron Tachibana	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	June 19, 2019
<u>*</u> Patrick Balthrop	Director	June 19, 2019
<u>*</u> A. Blaine Bowman	Director	June 19, 2019
<u>*</u> Alan Colowick, M.D.	Director	June 19, 2019
<u>*</u> Kenneth Ludlum	Director	June 19, 2019
<u>*</u> Jonathan MacQuitty, Ph.D.	Director	June 19, 2019
<u>*</u> Paul Ricci	Director	June 19, 2019

* Pursuant to Power of Attorney

By: /s/ John West

John West

Attorney-in-Fact



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

June 19, 2019

Personalis, Inc.
1330 O'Brien Drive
Menlo Park, CA 94025

Ladies and Gentlemen:

We have represented Personalis, 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 (the "**Commission**"), pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended covering an underwritten public offering of up to 1,443,058 shares (the "**Shares**") of the Company's common stock, par value \$0.0001, which includes up to 188,225 shares that may be sold pursuant to the exercise of an option to purchase additional shares. The Registration Statement incorporates by reference the registration statement on Form S-1 (No. 333-231703), which was declared effective on June 19, 2019 (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 (a) the Registration Statement, the Prior Registration Statement and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation, as amended, and Amended and Restated Bylaws, each as currently in effect, (c) the Company's Amended and Restated Certificate of Incorporation, filed as Exhibit 3.3 to the Initial Registration Statement, and the Company's Amended and Restated Bylaws, filed as Exhibit 3.4 to the Initial Registration Statement, each of which is to be in effect immediately following the closing of the offering contemplated by the Registration Statement and (d) 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 and authenticity of all documents submitted to us as originals, and the conformity to originals of all documents, other than by the Company, submitted to us as copies and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

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 Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.



Personalis, Inc.
June 19, 2019
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We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Michael Tenta
Michael Tenta

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 (filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended) of our report dated March 27, 2019 (June 4, 2019 as to the effects of the reverse stock split described in the second paragraph in Note 2), relating to the consolidated financial statements of Personalis, Inc. and subsidiary, appearing in the Prospectus, which is a part of Registration Statement No. 333-231703 on Form S-1, as amended.

We also consent to the reference to us under the heading “Experts” in such Prospectus.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
June 19, 2019