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

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**Post-Effective Amendment No. 1  
to  
FORM F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**INNATE PHARMA S.A.**

(Exact name of registrant as specified in its charter)

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**France**  
(State or other jurisdiction of  
incorporation or organization)

**2836**  
(Primary Standard Industrial  
Classification Code Number)

**Not applicable**  
(I.R.S. Employer  
Identification No.)

**Innate Pharma S.A.**  
117 Avenue de Luminy—BP 30191  
13009 Marseille, France  
+ 33 (0) 4 30 30 30 30

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

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**Corporation Service Company**  
1180 Avenue of the Americas, Suite 210  
New York, New York 10036-8401  
+1 800 927 9801

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

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*Copies to:*

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**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.

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.  (File No. 333-233865)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, 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<sup>†</sup> provided pursuant to Section 7(a)(2)(B) of the Securities Act.

<sup>†</sup> The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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#### EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this "Amendment") relates to the Registrant's Registration Statement on Form F-1 (File No. 333-233865), as amended, declared effective on October 16, 2019 by the Securities and Exchange Commission. The Registrant is filing this Amendment for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Amendment does not modify any provision of Part I or Part II of the Registration Statement other than Item 16(a) of Part II as set forth below.

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PART II

Information not required in prospectus

Item 8. Exhibits and Financial Statement Schedules.

(a) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
1.1**	<a href="#">Form of Underwriting Agreement.</a>
3.1**	<a href="#">Bylaws (<i>statuts</i>) of the Registrant (English translation).</a>
4.1**	<a href="#">Form of Deposit Agreement.</a>
4.2**	<a href="#">Form of American Depositary Receipt (included in Exhibit 4.1).</a>
5.1	<a href="#">Opinion of Linklaters LLP.</a>
10.1**†	<a href="#">Co-Development and License Agreement between Innate Pharma S.A. and MedImmune Limited, dated April 24, 2015, as amended to date.</a>
10.2**†	<a href="#">Lumoxiti License Agreement, between Innate Pharma S.A. and MedImmune Limited, dated October 22, 2018.</a>
10.3**†	<a href="#">Amendment and Restatement Agreement of the Collaboration and Option Agreement Relating to CD39, between Innate Pharma S.A. and MedImmune Limited, dated April 16, 2019.</a>
10.4**†	<a href="#">Joint Research, Development, Option and License Agreement between Innate Pharma S.A. and Novo Nordisk A/S, dated March 28, 2006, as amended to date.</a>
10.5**	<a href="#">Finance Lease Agreement between Innate Pharma S.A. and Sogebail S.A., dated June 9, 2008 (English translation).</a>
10.6**	<a href="#">Amendment to Finance Lease Agreement between Innate Pharma S.A. and Sogebail S.A., dated September 29, 2016 (English translation).</a>
21.1**	<a href="#">List of subsidiaries.</a>
23.1**	<a href="#">Consent of Deloitte &amp; Associés.</a>
23.2	<a href="#">Consent of Linklaters LLP (included in Exhibit 5.1).</a>
24.1**	<a href="#">Power of Attorney (included on signature page).</a>

\*\* Previously filed.

† Certain portions of this exhibit have been omitted because they are not material and would likely cause competitive harm to the registrant if disclosed.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Marseille, France on October 16, 2019.

### INNATE PHARMA S.A.

By: /s/ Mondher Mahjoubi

Name: Mondher Mahjoubi

Title: 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/ Mondher Mahjoubi</u> Mondher Mahjoubi	Chief Executive Officer and Chairman of the Executive Board	October 16, 2019
<u>/s/ Laure-Hélène Mercier</u> Laure-Hélène Mercier	Chief Financial Officer and Member of the Executive Board (principal financial officer)	October 16, 2019
<u>*</u> Hervé Brailly	Chairman of the Supervisory Board	October 16, 2019
<u>*</u> Irina Staatz-Granzer	Vice-Chairman of Supervisory Board	October 16, 2019
<u>*</u> Jean-Yves Blay	Member of the Supervisory Board	October 16, 2019
<u>*</u> Gilles Brisson	Member of the Supervisory Board	October 16, 2019
<u>*</u> Véronique Chabernaud	Member of the Supervisory Board	October 16, 2019
<u>*</u> Bpifrance Participations, represented by Maïlys Ferrere	Member of the Supervisory Board	October 16, 2019
<u>*</u> Patrick Langlois	Member of the Supervisory Board	October 16, 2019

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> * Novo Nordisk A/S, represented by Marcus Schindler	Member of the Supervisory Board	October 16, 2019
<hr/> /s/ Mondher Mahjoubi Innate Pharma, Inc. By: Mondher Mahjoubi, President	Authorized Representative in the United States	October 16, 2019
By: /s/ Mondher Mahjoubi <hr/> Mondher Mahjoubi Attorney-in-fact		

Avocats à la Cour de Paris  
Solicitors of the Senior Courts of England and Wales

Linklaters LLP  
25 rue de Marignan  
75008 Paris  
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Palais J 030  
Direct Line +33 1 56 43 57 42

To: Innate Pharma S.A.  
117 Avenue de Luminy  
13009 Marseille  
France

October 16, 2019

Our Ref: L-285629

Ladies and Gentlemen,

**Re. Rule 462(d) Registration Statement on Form F-1 to be filed with the Commission pursuant to Rule 462(d) of Regulation C promulgated under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and relating to the Offering of up to 14,375,000 ordinary shares of Innate Pharma S.A.**

## 1 Introduction and Purpose

1.1 We have acted as French counsel to the Company (as such term is defined below) in connection with:

(a) the offering (the “Offering”) of ordinary shares of Innate Pharma S.A., *asociété anonyme Directoire et conseil de surveillance* organised under the laws of France, registered with the *Registre du commerce et des sociétés* of Marseille under number 424 365 336 (the “Company”), which Offering consists of the issue and sale of:

- 12,500,000 ordinary shares with a nominal value of €0.05 (the “Ordinary Shares”) of the Company, some of which may be delivered as such (the “Firm Shares”) and some of which may be delivered in the form of American Depositary Shares (the “ADSs”), (the “Firm Shares”);
- up to 1,875,000 Ordinary Shares, some of which may be delivered as such (the “Additional Shares” and, together with the Firm Shares, the “Offered Shares”) and some of which may be delivered in the form of ADSs (the “Additional ADSs” and, together with the Firm ADSs, the “Offered ADSs”) in the case of the exercise of the over-allotment option (the “Additional Securities” and, together with the Firm Securities, the “Offered Securities”); and

(b) the admission to trading and listing on (i) the Regulated Market of Euronext in Paris (“Euronext Paris”) of the Initial Shares and, as the case may be, the Option Shares and (ii) the Nasdaq Global Market of the Initial ADSs and, as the case may be, the Option ADSs.

This communication is confidential and may be privileged or otherwise protected by work product immunity. Linklaters LLP is a limited liability partnership registered in England and Wales with registered number OC326345. It is a law firm authorised and regulated by the Solicitors Regulation Authority. The term partner in relation to Linklaters LLP is used to refer to a member of the LLP or an employee or consultant of Linklaters LLP or any of its affiliated firms or entities with equivalent standing and qualifications. A list of the names of the members of Linklaters LLP and of the non-members who are designated as partners and their professional qualifications is open to inspection at its registered office, One Silk Street, London EC2Y 8HQ, England or on [www.linklaters.com](http://www.linklaters.com) and such persons are either solicitors, registered foreign lawyers or European lawyers.

Please refer to [www.linklaters.com/regulation](http://www.linklaters.com/regulation) for important information on Linklaters LLP’s regulatory position.

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In connection with the preparation and filing of a registration statement on Form F-1, as amended (File No. 333-233865) (the “Initial Registration Statement”), including a related prospectus which forms a part of the Initial Registration Statement (the “Prospectus”), and a Registration Statement on Form F-1 related thereto that is to be filed with the Commission pursuant to Rule 462(d) of Regulation C promulgated under the Securities Act (the “Rule 462(d) Registration Statement” and, together with the Initial Registration Statement, the “Registration Statements”), we have been asked to provide opinions on certain matters, as set out below. We have taken instruction in this regard solely from the Company.

**2 French law**

This opinion is limited to French law and is given on the basis that it will be governed by and construed in accordance with French law.

**3 Scope of inquiry**

For the purpose of this opinion, we have examined the documents listed and, where appropriate, defined in the Schedule to this opinion.

**4 Assumptions**

For the purpose of this opinion, we have made the following assumptions:

- 4.1 all copy documents conform to the originals and all originals are genuine, complete and up-to-date;
- 4.2 each signature is the genuine signature of the individual concerned;
- 4.3 the *extrait K-bis*, the *certificat en matière de procédures collectives* and the copy of the *statuts* of the Company examined by us are complete and up-to-date;
- 4.4 the resolutions and decisions referred to in paragraphs 4 to 8 of the Schedule have not been amended or superseded, the resolutions referred to in paragraph 4 of the Schedule were duly passed at a duly convened and held Combined General Meeting of shareholders (*Assemblée Générale Mixte des actionnaires*) of the Company, the decision referred to in paragraph 5 of the Schedule was duly passed at a duly convened and held meeting of the Supervisory Board (*Conseil de surveillance*) of the Company and the decisions referred to in paragraph 6 to 8 of the Schedule were duly passed at duly convened and held meetings of the Executive Board (*Directoire*) of the Company;
- 4.5 the Underwriting Agreement and the Deposit Agreement constitute legally binding, valid and enforceable obligations of each party thereto under all applicable laws, in particular the laws of the State of New York by which they are expressed to be governed;
- 4.6 the offering restrictions contained in the Underwriting Agreement and the Registration Statements have been and will be complied with;
- 4.7 the maximum issuance amounts set forth in the shareholders’ resolution referred to in paragraph 4 of the Schedule pursuant to which the Offered Securities are issued will not be exceeded as a result of the Offering; and
- 4.8 the representations made by certain investors in the Investor Letter as to the fact that they belong to the categories of investors to whom the capital increase authorised by the shareholders’ resolutions referred to in paragraph 4 of the Schedule are, as applicable, true and accurate and correct and complete.



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## 5 Opinion

Based on the documents referred to in the Schedule and the assumptions in paragraph 4 above and subject to the qualifications in paragraph 6 and to any matters not disclosed to us, we are of the opinion that the Firm Shares and, as the case may be, the Additional Shares, when issued by the Company in accordance with the resolutions of the Combined General Meeting of shareholders (*Assemblée Générale Mixte des actionnaires*) of the Company held on May 22, 2019 pursuant to, and in accordance with, the Underwriting Agreement against full payment of their subscription price as provided in the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

## 6 Qualifications

This opinion is subject to the following qualifications:

- 6.1 without limiting the generality of the foregoing, we have made no investigation as to the accuracy and exhaustiveness of the facts (including statements of foreign law) contained in any of the documents listed in the Schedule to this opinion;
- 6.2 the issue of the Additional Shares will have to be decided by the Executive Board (*Directoire*);
- 6.3 this opinion is subject to any limitation arising from ad hoc mandate (*mandat ad hoc*), conciliation (*conciliation*), accelerated safeguard (*sauvegarde accélérée*), accelerated financial safeguard (*sauvegarde financière accélérée*), safeguard (*sauvegarde*), judicial reorganisation (*redressement judiciaire*), judicial liquidation (*liquidation judiciaire*) (including a provision that creditors' proofs of debts denominated in foreign currencies would be converted into euros at the rate applicable on the date of the court decision instituting the accelerated safeguard (*sauvegarde accélérée*), the accelerated financial safeguard (*sauvegarde financière accélérée*), the safeguard (*sauvegarde*), the judicial reorganisation (*redressement judiciaire*) and the judicial liquidation (*liquidation judiciaire*) proceedings), insolvency, moratorium and other laws of general application affecting the rights of creditors; and
- 6.4 it should be noted that notice of any change affecting the status of the Company may not be filed immediately with the *Registre du commerce et des sociétés* and as a consequence may not immediately appear on the *extrait K-bis*. It should also be noted that the opening of ad hoc mandate (*mandat ad hoc*) or conciliation (*conciliation*) proceedings never appears on such document;

## 7 Reliance

- 7.1 This opinion is addressed to you solely for your benefit in connection with the Rule 462(d) Registration Statement. It is not to be transmitted to anyone else nor is it to be relied upon by anyone else or for any other purpose or quoted or referred to in any public document (other than the Rule 462(d) Registration Statement) or filed with anyone without our prior written express consent.
- 7.2 We hereby consent to the filing with the U.S. Securities and Exchange Commission (the "Commission") of this opinion as Exhibit 5.1 to the Rule 462(d) Registration Statement.
- 7.3 We also consent to the reference to Linklaters LLP under the caption "Legal Matters" in the Rule 462(d) Registration Statement.

Yours faithfully,

Linklaters LLP

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## SCHEDULE

- 1 A copy of the *statuts* of the Company as at July 17, 2019.
- 2 The *Extrait K-bis* relating to the Company, issued by the *Registre du commerce et des sociétés* of Marseille dated October 15, 2019.
- 3 The *certificat en matière de procédures collectives* of the Company issued by the *Registre du commerce et des sociétés* of Marseille dated October 15, 2019.
- 4 A copy of the resolutions of the Combined General Meeting of shareholders (*Assemblée Générale Mixte des actionnaires*) of the Company passed on May 22, 2019, authorising the issue of the Offered Securities by capital increase without preferential rights to existing shareholders.
- 5 A copy of the decision of the Supervisory Board (*Conseil de surveillance*) of the Company passed on September 12, 2019 authorizing the principle of the capital increase.
- 6 A copy of the decision of the Executive Board (*Directoire*) of the Company passed on October 4 deciding on the launch of the Offering.
- 7 A copy of the decision of the Executive Board (*Directoire*) of the Company dated October 16, 2019 deciding on the pricing of the Offering and the issuance of the Offered Securities.
- 8 A copy of the decision of the Chairman of the Executive Board (*Président du Directoire*) of the Company dated October 16, 2019 deciding upon the final allocation of the Offered Securities to a certain category of investors.
- 9 A copy of the Registration Statement.
- 10 A copy of the with Rule 462(d) Registration Statement.
- 11 A copy of the Underwriting Agreement dated October 16, 2019.
- 12 A copy of the Depositary Agreement dated October 16, 2019.