

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

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

**Inhibikase Therapeutics, Inc.**  
(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	2836 (Primary Standard Industrial Classification Code Number)	26-3407249 (I.R.S. Employer Identification Number)
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3350 Riverwood Parkway SE, Suite 1900  
Atlanta, GA 30339  
(678) 392-3419

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

Milton H. Werner, Ph.D.  
President and Chief Executive Officer  
3350 Riverwood Parkway SE, Suite 1900  
Atlanta, GA 30339  
(678) 392-3419

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

*Copies to:*

Merrill M. Kraines, Esq.  
Troutman Pepper Hamilton Sanders LLP  
875 Third Avenue  
New York, NY 10022  
(212) 808-2711

Leslie Marlow, Esq.  
Hank Gracin, Esq.  
Patrick J. Egan, Esq.  
Gracin & Marlow, LLP  
Chrysler Building  
405 Lexington Avenue, 26<sup>th</sup> Floor  
New York, NY 10174  
(212) 907-6457

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

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. 333-240036)

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.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth 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 to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee (3)</b>
Common Stock, \$0.001 par value per share	345,000	\$10.00	\$3,450,000.00	\$376.40
Representative's Warrants(4)	—	—	—	—
Common Stock issuable upon exercise of Representative's Warrants(5)	15,000	\$12.50	\$187,500.00	\$20.46
<b>Total</b>	<b>360,000</b>	<b>—</b>	<b>\$3,637,500.00</b>	<b>\$396.86</b>

- (1) Represents only the additional number of shares being registered and includes 45,000 additional shares that the underwriters have the option to purchase. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, the amount being registered does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-240036), for which a fee was paid.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457(o) under the Securities Act.
- (3) The registration fee is calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. Represents the registration fee only for the additional amount of securities of the registrant being registered hereby. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$3,637,500.00 is hereby registered.
- (4) No fee required pursuant to Rule 457(g).
- (5) We have agreed to issue to the representative of the underwriters warrants to purchase the number of shares of our common stock (the "Representative's Warrants") in the aggregate equal to five percent (5%) of the shares of our common stock to be issued and sold in this offering (excluding shares issuable upon exercise of the over-allotment option described herein). The Representative's Warrants are exercisable for a price per share equal to 125% of the public offering price.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

#### EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of 360,000 additional shares of common stock, par value \$0.001 per share, 45,000 of which are subject to purchase upon exercise of the underwriters' option to purchase additional shares and 15,000 of which are subject to purchase upon exercise of the Representative's Warrants, of Inhibikase Therapeutics, Inc., a Delaware corporation, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-240036) filed by the Registrant with the Securities and Exchange Commission (the "**Commission**") on [July 23, 2020](#), as amended by Pre-Effective Amendment Nos. 1, 2, 3, 4 and 5 filed with the Commission on [September 15, 2020](#), [September 30, 2020](#), [October 16, 2020](#), [November 3, 2020](#) and [December 4, 2020](#), respectively (the "**Prior Registration Statement**"), which was declared effective by the Securities and Exchange Commission on December 22, 2020, and all exhibits thereto are incorporated in this registration statement by reference. This registration statement is being filed solely to increase the amount of securities offered pursuant to the Prior Registration Statement.

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

#### Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">5.1</a>	<a href="#">Opinion of Troutman Pepper Hamilton Sanders LLP.</a>
<a href="#">23.1</a>	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>
<a href="#">23.2</a>	<a href="#">Consent of Troutman Pepper Hamilton Sanders LLP (included in Exhibit 5.1).</a>
<a href="#">24.1(1)</a>	<a href="#">Power of Attorney.</a>

- (1) Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-240036), originally filed with the Securities and Exchange Commission on July 23, 2020 and incorporated by reference herein.

#### Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Atlanta, Georgia on December 22, 2020.

#### Inhibikase Therapeutics, Inc.

By: /s/ Milton H. Werner  
Milton H. Werner, Ph.D.  
President and Chief Executive Officer

#### Signatures

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.

#### Signature

#### Title

#### Date

/s/ Milton H. Werner  
Milton H. Werner, Ph.D.

President, Chief Executive  
Officer and Director  
(Principal Executive Officer)

December 22, 2020

/s/ Joseph Frattaroli  
Joseph Frattaroli

Chief Financial Officer  
*(Principal Financial and  
Principal Accounting Officer)*

December 22, 2020

/s/ \*  
Dennis Berman

Director

December 22, 2020

/s/ \*  
Roy Freeman

Director

December 22, 2020

/s/ \*  
Paul Grint

Director

December 22, 2020

/s/ \*  
Elizabeth O'Farrell

Director

December 22, 2020

\*By: /s/ Milton H. Werner  
Milton H. Werner  
*Attorney-in-Fact*

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Troutman Pepper Hamilton Sanders LLP  
875 Third Avenue  
New York, NY 10022



troutman.com

December 22, 2020

Inhibikase Therapeutics, Inc.  
3350 Riverwood Parkway SE, Suite 1900  
Atlanta, GA 30339

**Re: Registration Statement for Additional Shares Filed Under Rule 462(b)**

Ladies and Gentlemen:

We have acted as counsel to Inhibikase Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the preparation of the Registration Statement on Form S-1 filed by the Company with the Securities and Exchange Commission (the "**Commission**") on December 22, 2020 (the "**Registration Statement**") pursuant to the requirements of Rule 462(b) of the Securities Act of 1933, as amended (the "**Act**"). The Registration Statement incorporates by reference the Registration Statement filed by the Company on July 23, 2020, as amended by Pre-Effective Amendment No. 1 filed with the Commission on September 15, 2020, Pre-Effective Amendment No. 2 filed with the Commission on September 30, 2020, Pre-Effective Amendment No. 3 filed with the Commission on October 16, 2020, Pre-Effective Amendment No. 4 filed with the Commission on November 3, 2020, and Pre-Effective Amendment No. 5 filed with the Commission on December 4, 2020 (as amended, the "**Original Registration Statement**", File No. 333-240036). The Registration Statement relates to the registration under the Act (the "**Offering**") of (i) up to an additional 345,000 of shares (including up to 45,000 shares for the purpose of covering over-allotments) (the "**Common Shares**") of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), and (ii) up to 15,000 of shares of Common Stock (the "**Warrant Shares**") issuable upon exercise of warrants (the "**Representative's Warrants**") in an underwritten public offering pursuant to an underwriting agreement (the "**Underwriting Agreement**") substantially in the form filed as an exhibit to the Original Registration Statement entered into by and between the Company and ThinkEquity, a Division of Fordham Financial Management, Inc., as representative of the underwriters listed in Schedule 1 thereto.

In our capacity as counsel, you have requested that we render the opinions set forth in this letter and we are furnishing this opinion letter to you pursuant to the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection herewith, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement as filed with the Commission; (ii) the form of Underwriting Agreement filed as Exhibit 1.1 to the Original Registration Statement; (iii) the form of representative's warrant filed as Exhibit 4.6 to the Original Registration Statement; (iv) the Company's certificate of incorporation, as amended to date; (v) the Company's bylaws, as amended to date; (vi) resolutions of the board of directors of the Company (the "**Board**") relating to the Offering and; (vii) such other documents as we have deemed necessary or appropriate for purposes of rendering the opinion set forth herein.

Inhibikase Therapeutics, Inc.  
December 22, 2020  
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In rendering the opinions set forth below, we have assumed that (i) all information contained in all documents reviewed by us is true and correct; (ii) all signatures on all documents examined by us are genuine; (iii) all documents submitted to us as originals are authentic and all documents submitted to us as copies conform to the originals of those documents; and (iv) any certificates representing securities to be issued pursuant to the Offering, as applicable, will be duly executed and delivered. As to any facts material to the opinions expressed herein, which were not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing, and having due regard for such legal considerations as we deem relevant, we are of the opinion that:

1. The Common Shares have been duly authorized and, when issued and delivered by the Company in accordance with and in the manner described in the Original Registration Statement and the terms of the Underwriting Agreement and upon receipt by the Company of the consideration therefor provided therein, will be validly issued, fully paid and non-assessable;
2. The Representative's Warrants have been duly authorized and, when duly executed and delivered by the Company in accordance with and in the manner described in the Original Registration Statement and the terms of the Underwriting Agreement and upon receipt by the Company of the consideration therefor provided therein, will constitute valid and binding agreements of the Company under the laws of Delaware enforceable against the Company in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium and similar laws affecting creditors' rights generally and equitable principles of general applicability; and
3. The Warrant Shares have been duly authorized and, if issued upon exercise of the Representative's Warrants against payment therefor in accordance with the terms of the Representative's Warrants would be validly issued, fully paid and non-assessable.

The foregoing opinions are limited to the substantive laws of the State of Delaware and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of Delaware or as to federal or state laws regarding fraudulent transfers. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

We hereby consent to the filing of this opinion as a part of the Registration Statement and to the reference of our firm under the caption "Legal Matters" in the Original Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Troutman Pepper Hamilton Sanders LLP  
Troutman Pepper Hamilton Sanders LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement of Inhibikase Therapeutics, Inc. on Form S-1 of our report, which includes an explanatory paragraph related to Inhibikase Therapeutics, Inc.'s ability to continue as a going concern, dated July 22, 2020, except for the effects of the matters discussed in Notes 2, 4, and 12, which are as of September 29, 2020; and, Note 12 – The 2019 CFO Note, which is as of October 30, 2020, on our audits of the financial statements of Inhibikase Therapeutics, Inc. as of December 31, 2019 and 2018 and for the years then ended. We also consent to the reference to our firm under the heading “Experts” in the prospectus incorporated by reference into this Registration Statement.

/s/ CohnReznick LLP

Holmdel, New Jersey  
December 22, 2020

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