

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

**FORM F-1
REGISTRATION STATEMENT**
*Under
The Securities Act of 1933*

Calliditas Therapeutics AB

(Exact name of registrant as specified in its charter)

Sweden
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

Kungsbron 1, C8
SE-111 22
Stockholm, Sweden
Tel: +46 (0) 8 411 3005

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

Calliditas Therapeutics Inc.
251 Little Falls Drive
Wilmington, Delaware 19808-1674
(302) 636-5400

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

Copies to:

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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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-238244

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 an emerging growth company as defined in Rule 405 of the Securities Act.

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[†] provided pursuant to Section 7(a)(2)(B) of the Securities Act.

[†] The term "new or revised financial accounting standards" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Title of Each Class of Securities to be Registered**Proposed
maximum aggregate
offering price (1)(2)****Amount of
registration fee(3)**

Common shares, quota value SEK 0.04 per share(4)

\$17,244,160.10

\$2,239

- (1) Based on the public offering price of \$19.50 per American Depositary Share, or ADS. The registrant previously registered securities at an aggregate offering price not to exceed \$86,255,826.90 on a Registration Statement on Form F-1 (File No. 333-238244), which was declared effective on June 4, 2020, or the Prior Registration Statement. In accordance with Rule 462(b) promulgated under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$17,244,160.10 is hereby registered, which includes ADSs issuable upon exercise of the underwriters' option to purchase additional ADSs and does not include the securities that the Registrant previously registered on the Prior Registration Statement.
- (2) Includes the aggregate offering price of additional common shares which the underwriters have the option to purchase.
- (3) Calculated pursuant to Rule 457(o) based on an estimate of the proposed maximum aggregate offering price.
- (4) All common shares in the U.S. offering will be represented by ADSs, each of which represents two common shares of the registrant. ADSs issuable upon deposit of the common shares registered hereby have been registered pursuant to a separate registration statement on Form F-6 (File No. 333-238726).

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 BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission, or the Commission, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering by Calliditas Therapeutics, AB, or the Registrant, of common shares (including common shares represented by American Depositary Shares, or ADSs,) with each ADS representing two (2) common shares, quota value SEK 0.04 per share, contemplated by the Registration Statement on Form F-1 (File No. [333-238244](#)), initially filed with the Commission by the Registrant on May 14, 2020 as amended, or the Prior Registration Statement, and is being filed for the sole purpose of registering additional securities of the same class as were included in the Prior Registration Statement. The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of common shares to be offered in the public offering by \$17,244,160.10, which includes common additional shares that the underwriters have the option to purchase. The additional common shares 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 contents of the Prior Registration Statement, which was declared effective by the Commission on June 4, 2020, and all exhibits thereto are hereby incorporated by reference.

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

EXHIBIT INDEX

Exhibit No.	Exhibit Index
5.1	Opinion of Advokatfirman Vinge, Swedish counsel to the Registrant
23.1	Consent of Ernst & Young AB, independent registered public accounting firm.
23.2	Consent of Advokatfirman Vinge, Swedish counsel to the Registrant (included in Exhibit 5.1).
24.1*	Power of Attorney.

* Previously filed on the signature page to the Registrant's Registration Statement on Form F-1, as amended (File No. 333-238244), originally filed with the Securities and Exchange Commission on May 14, 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 F-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stockholm, Sweden, on the 4th day of June, 2020.

CALLIDITAS THERAPEUTICS AB

By: /s/ Renée Aguiar Luncander

Name: Renée Aguiar Luncander

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form F-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Renée Aguiar Luncander</u> Renée Aguiar Luncander	Chief Executive Officer <i>(Principal Executive Officer)</i>	June 4, 2020
<u>/s/ Fredrik Johansson</u> Fredrik Johansson	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	June 4, 2020
<u>*</u> Elmar Schnee	Chairman of the Board of Directors	June 4, 2020
<u>*</u> Thomas Eklund	Director	June 4, 2020
<u>*</u> Hilde Furberg	Director	June 4, 2020
<u>*</u> Lennart Hansson, Ph.D.	Director	June 4, 2020
<u>*</u> Bengt Julander	Director	June 4, 2020
<u>*</u> Diane Parks	Director	June 4, 2020
<u>By: /s/ Renée Aguiar-Luncander</u> Name: Renée Aguiar Luncander Title: President	Authorized Representative in the United States	June 4, 2020

*By: /s/ Renée Aguiar-Luncander
Renée Aguiar-Luncander Attorney-in-fact

Stockholm, 4 June 2020

Calliditas Therapeutics AB (publ), Company Reg. No. (CVR) 556659-9766 – F-1 registration - Post-Effective Amendment

We, Swedish law firm Advokatfirman Vinge KB, have acted as Swedish law legal advisers to Calliditas Therapeutics AB (publ) (the “**Company**”) with respect to certain matters of Swedish law in connection with, *inter alia*, the registration statement on Form F-1 (File No. 238244) initially filed with the United States Securities and Exchange Commission (the “**SEC**”) on 14 May 2020 (as amended, 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(b) of Regulation C promulgated under the Securities Act for the registration of up to 1,889,453 additional new ordinary shares in the capital of the Company each with a quota value of SEK 0.04 (the “**New Shares**”), under the United States Securities Act of 1933, as amended (the “**Rule 462(b) Registration Statement**” and, together with the Initial Registration Statement, the “**Registration Statements**”), and the listing of the American Depositary Shares (the “**ADSs**”), each representing two New Shares, on Nasdaq Global Select Market, and the concurrent placement of New Shares to certain investors outside of the United States (together the “**Transaction**”). The ordinary shares with quota value of SEK 0.04 each in the capital of the Company shall hereinafter be defined as the “**Ordinary Shares**”. This legal opinion is delivered to you pursuant to the Company’s request.

Basis of the Opinion.—For the purpose of this Opinion we have examined the following documents:

- (i) copies of the Registration Statements;
- (ii) the articles of association (Sw. *bolagsordning*) of the Company, adopted on 3 March 2020, as well as the articles of association proposed to be adopted at the annual general meeting on 25 June 2020 (together, the “**Articles of Association**”);
- (iii) the certificate of incorporation (Sw. *registreringsbevis*) for the Company, issued by the Swedish Companies Registration Office (Sw. *Bolagsverket*) (the “**SCRO**”), on 7:32 p.m. CEST on 4 June 2020, showing relevant entries in the Swedish Company Registry (Sw. *bolagsregistret*) as per such date;
- (iv) the minutes of the extraordinary general meeting of the Company held on 3 March 2020; and
- (v) the minutes of the meetings of the board of directors of the Company, held on 6 March 2020 and on 14 May 2020, *inter alia*, approving the Registration Statements and the registration hereof with the SEC.

The documents mentioned in Sections (i) – (v) above are referred to as the “**Corporate Documents**” and individually a “**Corporate Document**”.

Reliance.—With respect to various questions of fact, we have relied upon certificates of public officials and upon certificates issued by the SCRO. For the purposes of this opinion, we have examined such other agreements, documents and records as we have deemed necessary or appropriate for the purpose of rendering this opinion.

Assumptions.—This opinion is subject to the following nature of opinion and observations:

- a) the accuracy and completeness of: the facts set out in any other documents reviewed by us; and any other information set out in public registers, e.g. certificates from the SCRO, or that has otherwise been supplied or disclosed to us; and as we have not made any independent investigation thereof you are advised to seek verification of such matters or information from other parties or seek comfort in respect thereof in other ways;
 - b) that the Company and its board of directors have acted in accordance with the general clause (Sw. *generalklausulen*) in the Swedish Companies Act and provisions regarding good market practice (including recommendations issued by the Swedish Corporate Governance Board) in connection with resolving to issue the New Shares;
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- c) that all signatures on all documents supplied to us as originals or as copies of originals are genuine and that all documents submitted to us are true, authentic and complete;
- d) that all documents, authorizations, powers and authorities produced to us remain in full force and effect and have not been amended or affected by any subsequent action not disclosed to us;
- e) that where a document has been examined by us in draft form, it will be or has been executed in the form of that draft, and where a number of drafts of a document have been examined by us all changes to them have been marked or otherwise drawn to our attention;
- f) all documents retrieved by us or supplied to us electronically (whether in portable document format (PDF) or as scanned copies), as photocopies, facsimile copies or e-mail conformed copies are in conformity with the originals;
- g) that there has been no mutual or relevant unilateral mistake of fact and that there exists no fraud or duress; and
- h) at or prior to the time of the delivery of the New Shares, the payment for such New Shares will have been received by the Company.

Opinions.—Based upon and subject to the foregoing and subject to the qualifications set out below, we are of the opinion that:

- a) The Company is a public limited liability company (Sw. *publikt aktiebolag*) registered and validly existing under the laws of the Kingdom of Sweden;
- b) The existing Ordinary Shares have been validly authorized and constitute valid and fully paid shares;
- c) Each New Share has been duly authorized, and will, upon registration with the SCRO, be validly issued and fully paid and will be non-assessable.

Qualifications.—The qualifications to which this opinion is subject are as follows:

- 1) we express no opinion as to the exact interpretation of any particular wording in the Corporate Documents by any court;
 - 2) provisions in the Corporate Documents providing that certain facts, determinations or calculations will be conclusive and binding (or prima facie evidence) may not be effective if they are incorrect and such provisions will not necessarily prevent judicial inquiry into the merits of such facts, determinations or calculations;
 - 3) this Opinion is given only with respect to the laws of the Kingdom of Sweden as in force today and as such laws are currently applied by Swedish courts and we express no opinion with respect to the laws of any other jurisdiction nor have we made any investigations as to any law other than the laws of the Kingdom of Sweden;
 - 4) in rendering this Opinion we have relied on certain matters of information obtained from the Company and other sources reasonably believed by us to be credible;
 - 5) the underwriting agreement, to be entered into between the Company and the underwriters of the Transaction, and this opinion are expressed in the English language whilst addressing and explaining institutions and concepts of the laws of the Kingdom of Sweden; and such institutions and concepts may be reflected in or described by the English language only imperfectly; and we express no opinion on how the courts of the Kingdom of Sweden would construe contractual language expressed in English where the contract would be subject to the laws of the Kingdom of Sweden. However, we believe that such courts may pay attention to the meaning and import of such expressions in the laws of any pertinent jurisdiction in which the English language is normally or habitually employed, in construing, for the purposes of the laws of the Kingdom of Sweden, what the parties intended to put in writing.
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Governing Law.—This opinion is given in the Kingdom of Sweden and shall be governed by and construed in accordance with the laws of the Kingdom of Sweden.

Benefit of opinion.—

This Opinion is strictly limited to the matters stated herein and is not to be read as extending by implication to any other matter.

We are not assuming any obligation to notify you of any changes to this Opinion as a result of any facts or circumstances that may come to our attention in the future or as a result of any change in the laws of the Kingdom of Sweden which may hereafter occur.

We hereby consent to the filing of this opinion as an exhibit of the Rule 462(b) Registration Statement and the references to this firm in the sections of the Registration Statement entitled “Legal Matters”. This consent is not to be construed as an admission that we are a party whose consent is required to be filed as part of the Registration Statement under the provisions of the Securities Act.

This opinion is addressed to you solely for your benefit in connection with the Rule 462(b) 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(b) Registration Statement) or filed with anyone without our prior written express consent.

Yours faithfully,

/s/ Advokatfirman Vinge KB
Advokatfirman Vinge KB

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form F-1 filed pursuant to Rule 462(b) of the Securities Act of 1933 of the reference to our firm under the caption “Experts” and to the incorporation by reference of our report dated February 28, 2020, with respect to the consolidated financial statements of Calliditas Therapeutics AB included in Amendment No. 1 to the Registration Statement (Form F-1 No. 333-238244) and related Prospectus of Calliditas Therapeutics AB for the registration of its common shares.

/s/ Ernst & Young AB

Stockholm, Sweden

June 4, 2020
