

Altus Pharmaceuticals Inc.
Form S-1MEF
January 25, 2006

As filed with the Securities and Exchange Commission on January 25, 2006

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

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

ALTUS PHARMACEUTICALS 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)*

04-3573277

*(IRS Employer
Identification No.)*

**125 Sidney Street
Cambridge, MA 02139
(617) 299-2900**

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

**Sheldon Berkle
President and Chief Executive Officer
Altus Pharmaceuticals Inc.
125 Sidney Street
Cambridge, MA 02139
(617) 299-2900**

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

With copies to:

**Jonathan L. Kravetz, Esq.
Megan N. Gates, Esq.
Scott A. Samuels, Esq.
Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02111
(617) 542-6000**

**Richard D. Forrest, Esq.
Altus Pharmaceuticals Inc.
125 Sidney Street
Cambridge, MA 02139
(617) 299-2900**

**David E. Redlick, Esq.
Peter N. Handrinos, Esq.
Wilmer Cutler Pickering
Hale and Dorr LLP
60 State Street
Boston, MA 02109
(617) 526-6000**

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

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, 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. x 333-129037

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 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 registration statement for the same offering. " _____

CALCULATION OF REGISTRATION FEE

Title of Each Class of	Amount to be	Proposed maximum Offering price per	Proposed maximum Aggregate Offering	Amount of Registration
Securities to be Registered	Registered (1)	share	Price	Fee(2)
Common Stock, \$0.01 par value.	1,150,000	\$15.00	\$17,250,000	\$1,846

(1) Includes 150,000 shares that may be purchased by the underwriters to cover over-allotments, if any.

(2) Calculated in accordance with Rule 457(a) of the Securities Act of 1933, as amended.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

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

This Registration Statement on Form S-1 is being filed with respect to the registration of additional shares of common stock, par value \$.01 per share, of Altus Pharmaceuticals Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement includes the registration statement facing page, this page, the signature pages, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent and accountant's consent. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-129037), initially filed by the Registrant on October 17, 2005 and declared effective by the Securities and Exchange Commission on January 25, 2006. The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of common stock by 1,150,000 shares, including 150,000 shares of common stock that may be purchased by the underwriters to cover over-allotments, if any. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1, as amended (File No. 333-129037), including the exhibits and the power of attorney thereto, are incorporated by reference into this Registration Statement.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (Registration No. 333-129037) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., counsel to the Registrant, with respect to the legality of the securities being registered.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 5.1).
24.1	Power of Attorney (incorporated by reference to the Registration Statement on Form S-1 of the Registrant, File No. 333-129037).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Cambridge, Massachusetts, on January 25, 2006.

ALTUS PHARMACEUTICALS INC.

By: /s/ Sheldon Berkle
Sheldon Berkle
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities held on the dates indicated.

Signature	Title	Date
/s/ Sheldon Berkle	President, Chief Executive Officer and Director (principal executive officer)	January 25, 2006
Sheldon Berkle /s/ Jonathan I. Lieber	Vice President and Chief Financial Officer (principal financial and accounting officer)	January 25, 2006
Jonathan I. Lieber *	Chairman of the Board	January 25, 2006
John P. Richard *	Director	January 25, 2006
Richard H. Aldrich *	Director	January 25, 2006
Lynne H. Brum *	Director	January 25, 2006
Stewart Hen *	Director	January 25, 2006
Peter L. Lanciano *	Director	January 25, 2006
Jonathan S. Leff *	Director	January 25, 2006
Manuel A. Navia, Ph.D. *	Director	January 25, 2006
Jonathan D. Root, M.D. *	Director	January 25, 2006
Michael S. Wyzga		

* Signed by Jonathan I. Lieber pursuant to power of attorney.

EXHIBIT INDEX

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