

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

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

AEON Biopharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

85-3940478
(I.R.S. Employer
Identification Number)

**5 Park Plaza
Suite 1750
Irvine, CA
(949) 354-6499**
(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

**Alex Wilson, Chief Legal & Strategy Officer
c/o AEON Biopharma, Inc.
5 Park Plaza, Suite 1750
Irvine, California 92614
(949) 354-6499**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**David E. Danovitch
Angela Gomes
Sullivan & Worcester LLP
1251 Avenue of the Americas, 19th Floor
New York, NY 10020
(212) 660-3060**

**Jonathan R. Zimmerman
Tyler J. Vivian
Faegre Drinker Biddle & Reath LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
(612) 766-7000**

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. ☒ **333-297327**

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 ☐
Non-accelerated filer ☒

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 pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

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 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 (the “Securities Act”). This Registration Statement relates to the public offering by AEON Biopharma, Inc. (the “Registrant”) of shares of common stock or pre-funded warrants in lieu thereof, with each share of common stock or pre-funded warrant accompanied by (i) one two-year milestone warrant to purchase one share of common stock or one pre-funded warrant in lieu thereof and (ii) one five-year milestone warrant to purchase one share of common stock or one pre-funded warrant in lieu thereof, contemplated by the Registration Statement on [Form S-1, as amended \(File No. 333-297327\), initially filed by the Registrant with the Securities and Exchange Commission on July 8, 2026](#) and declared effective by the Securities and Exchange Commission on July 13, 2026 (the “Prior Registration Statement”) pursuant to the Securities Act. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference into this Registration Statement.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate offering price of securities to be offered in the public offering by \$4,528,125, which includes additional securities that the representative of the underwriters has the option to purchase. The additional securities that are being registered for issuance and sale are in an amount that represents no more than 20% of the maximum aggregate offering price set forth in Exhibit 107 to the Prior Registration Statement.

PART II
Information Not Required in Prospectus

Item 16. Exhibit List

Exhibit	Description
<u>5.1</u>	<u>Opinion of Sullivan & Worcester LLP.</u>
<u>23.1</u>	<u>Consent of KPMG LLP, independent registered public accounting firm.</u>
<u>23.2</u>	<u>Consent of Sullivan & Worcester LLP (included in Exhibit 5.1).</u>
<u>24.1</u>	<u>Power of Attorney (filed as Exhibit 24.1 to the Registration Statement on Form S-1 filed by the Registrant on July 8, 2026 (File No. 333-297327) and incorporated herein by reference).</u>
<u>107</u>	<u>Filing Fee Table.</u>

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on July 13, 2026.

AEON BIOPHARMA, INC.

By: /s/ Robert Bancroft
Robert Bancroft
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-1 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/ Robert Bancroft</u> Robert Bancroft	President, Chief Executive Officer (Principal Executive Officer) and Director	July 13, 2026
<u>*</u> Jennifer Sy	Chief Accounting Officer (Principal Accounting Officer)	July 13, 2026
<u>*</u> John Bencich	Chief Financial Officer (Principal Financial Officer)	July 13, 2026
<u>*</u> Jost Fischer	Chairman of the Board	July 13, 2026
<u>*</u> Robert Palmisano	Director	July 13, 2026
<u>*</u> Shelley Thunen	Director	July 13, 2026
<u>*</u> Eric Carter	Director	July 13, 2026
<u>*</u> Seongsoo Park	Director	July 13, 2026
<u>*</u> Marc Forth	Director	July 13, 2026
*By: <u>/s/ Robert Bancroft</u> Robert Bancroft Attorney-in-fact		



Sullivan & Worcester LLP
1251 Avenue of the Americas
New York, NY 10020

212 660 3000
sullivanlaw.com

July 13, 2026

AEON Biopharma, Inc.
5 Park Plaza, Suite 1750
Irvine, CA 92614

Ladies and Gentlemen:

We have acted as special counsel to AEON Biopharma, Inc., a Delaware corporation (the “*Company*”), in connection with its Registration Statement on Form S-1, as amended, (File No. 333-297327) (the “*Initial Registration Statement*”) filed with the U.S. Securities and Exchange Commission (the “*SEC*”) on July 8, 2026 under the Securities Act of 1933, as amended (the “*Securities Act*”), and a registration statement filed pursuant to Rule 462(b) of the Securities Act (the “*462(b) Registration Statement*”) and, together with the Initial Registration Statement, the “*Registration Statements*”) with respect to the registration of an additional \$4,528,125 in securities (inclusive of \$679,218.75 in respect of the over-allotment securities), consisting of shares (the “*Shares*”) of the Company’s common stock, par value \$0.0001 per share (the “*Common Stock*”) or pre-funded warrants to purchase shares of Common Stock in lieu thereof (the “*Pre-Funded Warrants*”), accompanied with two-year milestone warrants to purchase shares of Common Stock or Pre-Funded Warrants in lieu thereof (the “*Two-Year Milestone Warrants*”) and (iii) five-year milestone warrants to purchase shares of Common Stock or Pre-Funded Warrants in lieu thereof (the “*Five-Year Milestone Warrants*”, together with the Two-Year Milestone Warrants, the “*Milestone Warrants*”). The 462(b) Registration Statement also covers the shares of Common Stock underlying the Pre-Funded Warrants, the Two-Year Milestone Warrants and the Five-Year Milestone Warrants (collectively, the “*Warrant Shares*”). The Shares, the Pre-Funded Warrants, the Milestone Warrants and the Warrant Shares are collectively referred to herein as the “*Securities*.” The 462(b) Registration Statement incorporates by reference the Registration Statement.

The Securities will be offered and sold pursuant to the Registration Statements and an underwriting agreement (the “*Underwriting Agreement*”) to be entered into by and between the Company and Lake Street Capital Markets, LLC, as representative of the several underwriters named therein (the “*Representative*”).

As counsel to the Company in connection with the proposed issuance and sale of the Securities, we have examined: (i) the Company’s certificate of incorporation, as amended and restated, and bylaws, as amended and restated, each as currently in effect; (ii) certain resolutions of the Company’s board of directors relating to the issuance and sale of the Securities; (iii) the form of Underwriting Agreement; (iv) the form of Warrant Agency Agreement to be entered into between the Company and Continental Stock Transfer & Trust Company, as warrant agent (in such capacity, the “*Warrant Agent*”); (v) the form of Two-Year Milestone Warrant; (vi) the form of Five-Year Milestone Warrant; (vii) the form of Pre-Funded Warrant; (viii) the Registration Statement and the 462(b) Registration Statement; and (ix) such other proceedings, documents, and records as we have deemed necessary to enable us to render this opinion. In all such examinations, we have assumed the genuineness of all signatures, the authenticity of all documents, certificates, and instruments submitted to us as originals, and the conformity with the originals of all documents, certificates, and instruments submitted to us as copies. We have also assumed the due execution and delivery of all documents where due execution and delivery are prerequisite to the effectiveness thereof.

Our opinions set forth below with respect to the validity or binding effect of any security or obligation may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, marshaling, moratorium or other similar laws affecting the enforcement generally of the rights and remedies of creditors and secured parties or the obligations of debtors, (ii) general principles of equity (whether considered in a proceeding in equity or at law), including but not limited to principles limiting the availability of specific performance or injunctive relief, and concepts of materiality, reasonableness, good faith and fair dealing, (iii) the possible unenforceability under certain circumstances of provisions providing for indemnification, contribution, exculpation, release or waiver that may be contrary to public policy or violative of federal or state securities laws, rules or regulations, and (iv) the effect of course of dealing, course of performance, oral agreements or the like that would modify the terms of an agreement or the respective rights or obligations of the parties under an agreement.

Based upon, subject to and limited by the foregoing, we are of the opinion that, following the (i) execution and delivery by the Company and the Representative of the Underwriting Agreement, (ii) execution and delivery by the Company and the Warrant Agent of the Warrant Agency Agreement, (iii) execution and delivery by the Company of the Pre-Funded Warrants, the Two-Year Milestone Warrants and the Five-Year Milestone Warrants, (iv) execution and delivery by the Warrant Agent of the Pre-Funded Warrants, the Two-Year Milestone Warrants and the Five-Year Milestone Warrants in accordance with the terms of the Warrant Agency Agreement, (v) effectiveness of the Registration Statements, (vi) issuance of the Securities pursuant to the terms of the Underwriting Agreement, and (vii) receipt by the Company of the applicable consideration for the Securities:

- (i) the Securities have been duly authorized for issuance;
- (ii) the Shares, when issued, delivered and paid for in accordance with the terms of the Underwriting Agreement and in accordance with and in the manner described in the Registration Statement, will be validly issued, fully paid and nonassessable shares of Common Stock;
- (iii) each of the Pre-Funded Warrants, the Two-Year Milestone Warrants and the Five-Year Milestone Warrants (collectively, the "Warrants"), when duly executed and delivered by the Company and the Warrant Agent in accordance with the terms of the Warrant Agency Agreement and delivered against payment therefor in accordance with the terms of the Underwriting Agreement and in accordance with and in the manner described in the Registration Statement, will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms; and
- (iv) the Warrant Shares, when issued, delivered and paid for in accordance with the terms of the Milestone Warrants or the Pre-Funded Warrants, as applicable, will be validly issued, fully paid and non-assessable shares of Common Stock.

It is understood that this opinion is to be used only in connection with the offer, sale, and issuance of the Securities while the Registration Statements in effect.

This opinion speaks only as of the date hereof and we assume no obligation to update or supplement this opinion if any applicable laws change after the date of this opinion or if we become aware after the date of this opinion of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above. This opinion is furnished in connection with the filing of the Registration Statement and may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this opinion may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion with the SEC as Exhibit 5.1 to the 462(b) Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Sullivan & Worcester LLP
Sullivan & Worcester LLP

BOSTON LONDON NEW YORK TEL AVIV WASHINGTON, DC



KPMG LLP Suite 1100
4655 Executive Drive
San Diego, CA 92121-3132

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 30, 2026, with respect to the consolidated financial statements of AEON Biopharma, Inc., incorporated herein by reference, and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ KPMG LLP

San Diego, California
July 13, 2026

Calculation of Filing Fee Tables

S-1

AEON Biopharma, Inc.

Table 1: Newly Registered and Carry Forward Securities

☐Not Applicable

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
Fees to be Paid	1 Equity	Class A Common Stock, par value \$0.0001 per share	457(o)			1,437,500.00	\$ 0.0001381	\$ 198.52				
Fees to be Paid	2 Equity	Pre-Funded Warrants	Other				0.0001381	\$ 0.00				
Fees to be Paid	3 Equity	Class A Common Stock underlying Pre-Funded Warrants	Other				0.0001381	\$ 0.00				
Fees to be Paid	4 Equity	Two-Year Milestone Warrants	Other				0.0001381	\$ 0.00				
Fees to be Paid	5 Equity	Class A Common Stock, par value \$0.0001 per share, underlying Two-Year Milestone Warrants	457(o)			1,437,500.00	\$ 0.0001381	\$ 198.52				
Fees to be Paid	6 Equity	Five-Year Milestone Warrants	Other				0.0001381	\$ 0.00				
Fees to be Paid	7 Equity	Class A Common Stock, par value \$0.0001 per share, underlying Five-Year Milestone Warrants	457(o)			1,653,125.00	\$ 0.0001381	\$ 228.30				
Fees Previously Paid												
Carry Forward Securities												
Carry Forward Securities												
Total Offering Amounts:						\$ 4,528,125.00		\$ 625.34				
Total Fees Previously Paid:								\$ 0.00				
Total Fee Offsets:								\$ 0.00				
Net Fee Due:								\$ 625.34				

Offering Note

1

Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933. Includes the offering price of the securities that the representative of the underwriters has the option to purchase to cover over-allotments, if any.

2

In accordance with Rule 457(g) under the Securities Act, because the Class A common stock, par value \$0.0001, of the Registrant (the "Common

Stock") underlying the warrants are registered hereby, no separate registration fee is required with respect to the warrants registered hereby.

3

In accordance with Rule 457(g) under the Securities Act, because the Class A common stock, par value \$0.0001, of the Registrant (the "Common Stock") underlying the warrants are registered hereby, no separate registration fee is required with respect to the warrants registered hereby.

4

In accordance with Rule 457(g) under the Securities Act, because the Class A common stock, par value \$0.0001, of the Registrant (the "Common Stock") underlying the warrants are registered hereby, no separate registration fee is required with respect to the warrants registered hereby.

5

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act, the proposed maximum aggregate offering price of the Common Stock underlying the two-year milestone warrants is equal to \$1,437,500 (which is 100% of \$1,437,500).

6

In accordance with Rule 457(g) under the Securities Act, because the Class A common stock, par value \$0.0001, of the Registrant (the "Common Stock") underlying the warrants are registered hereby, no separate registration fee is required with respect to the warrants registered hereby

7

Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act, the proposed maximum aggregate offering price of the Common Stock underlying the five-year milestone warrants is equal to 1,653,125 (which is 115% of \$1,437,500).

Table 2: Fee Offset Claims and Sources

☒Not Applicable

		Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rules 457(b) and 0-11(a)(2)												
Fee Offset Claims												
Fee Offset Sources												
Rule 457(p)												
Fee Offset Claims												
Fee Offset Sources												

Table 3: Combined Prospectuses

☒Not Applicable

	Security Type	Security Class Title	Amount of Securities Previously Registered	Maximum Aggregate Offering Price of Securities Previously Registered	Form Type	File Number	Initial Effective Date
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