

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

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

**MENLO THERAPEUTICS 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)

**45-3757789**  
(I.R.S. Employer  
Identification Number)

**200 Cardinal Way, 2nd Floor  
Redwood City, California 94063  
(650) 486-1416**

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

**Steven L. Basta  
President and Chief Executive Officer  
Menlo Therapeutics Inc.  
200 Cardinal Way, 2nd Floor  
Redwood City, California 94063  
(650) 486-1416**

(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 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.  (File No. 333-222324)

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, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

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**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, par value \$0.0001 per share	575,000	\$17.00	\$9,775,000	\$1,216.99

- (1) Represents only the additional number of shares being registered and includes 75,000 additional shares of common stock that the underwriters have the option to purchase. This does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-222324) ("Prior Registration Statement").
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, based on the proposed maximum aggregate offering price. The Registrant previously registered securities with an aggregate offering price not to exceed \$127,075,000 on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on January 24, 2018. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$9,775,000 are hereby registered, which includes shares subject to the underwriters' option to purchase additional shares.

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

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## EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of increasing the aggregate number of shares of common stock offered by the Registrant by 575,000 shares. The additional securities 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 information set forth in the Prior Registration Statement and all exhibits thereto are hereby incorporated by reference in this filing.

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>
5.1	<a href="#">Opinion of Morrison &amp; Foerster LLP.</a>
23.1	<a href="#">Consent of independent registered public accounting firm.</a>
23.2	<a href="#">Consent of Morrison &amp; Foerster LLP (included in Exhibit 5.1).</a>
24.1	<a href="#">Power of Attorney (incorporated by reference to the registrant's Registration Statement on Form S-1 (File No. 333-222324)).</a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Redwood City, State of California, on January 24, 2018.

### MENLO THERAPEUTICS INC.

By: Steven Basta  
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 indicated below:

<b>Name</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ Steven Basta</u> Steven Basta	President, Chief Executive Officer, and Director (Principal Executive Officer)	January 24, 2018
<u>/s/ Kristine Ball</u> Kristine Ball	Senior Vice President, Corporate Strategy and Chief Financial Officer (Principal Financial Officer)	January 24, 2018
<u>*</u> Paul Berns	Director	January 24, 2018
<u>*</u> Albert Cha	Director	January 24, 2018
<u>*</u> Ted Ebel	Director	January 24, 2018
<u>*</u> David McGirr	Director	January 24, 2018
<u>*</u> Aaron Royston	Director	January 24, 2018
<u>*</u> Scott Whitcup	Director	January 24, 2018

\*By /s/ Steven Basta  
Steven Basta  
As Attorney-In-Fact

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SAN FRANCISCO, SHANGHAI, SINGAPORE,  
TOKYO, WASHINGTON, D.C.

January 24, 2018

Menlo Therapeutics Inc.

200 Cardinal Way, 2nd Floor

Redwood City, California 94063

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

This opinion is furnished to Menlo Therapeutics Inc., a Delaware corporation (the "Company"), in connection with the filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-1 (the "Additional Registration Statement"), pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration and sale of up to 575,000 shares (the "Additional Shares") of the Company's common stock, \$0.0001 par value per share (the "Common Stock"). The Additional Registration Statement incorporates the Registration Statement on Form S-1 (File No. 333-222324) (the "Original Registration Statement") originally filed with the Commission on December 28, 2017, as amended, and the related prospectus included therein (the "Prospectus"). The Additional Shares are to be sold by the Company as described in the Original Registration Statement and the Prospectus.

As counsel for the Company, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion and we are familiar with the proceedings taken and proposed to be taken by the Company in connection with the authorization, issuance and sale of the Additional Shares. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the originals of all documents submitted to us as copies.

This opinion letter is based as to matters of law solely on the General Corporation Law of the State of Delaware as currently in effect. We express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations.

Based upon and subject to the foregoing, we are of the opinion that the Additional Shares will be duly and validly authorized and upon issuance, delivery and payment therefor in the manner contemplated by the Underwriting Agreement among the Company and the underwriters named therein, a form of which was filed as Exhibit 1.1 to Amendment No. 1 to the Original Registration Statement, filed with the Commission on January 12, 2018, will be validly issued, fully paid and nonassessable.

This opinion letter has been prepared for use in connection with the Additional Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Additional Registration Statement.

We consent to the use of this opinion as an exhibit to the Additional Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Morrison &amp; Foerster LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated October 29, 2017 (except for the effects of the reverse stock split described in Note 2 and for the subsequent events noted in Note 12, as to which the date is January 23, 2018 with respect to the financial statements of Menlo Therapeutics Inc. for the years ended December 31, 2016 and 2015) appearing in the Registration Statement on Form S-1 (Reg. No. 333-223324), as amended, and to the reference to us under the heading “Experts” in such Registration Statement.

/s/ Mayer Hoffman McCann P.C.

San Diego, California

January 24, 2018