

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

**POST-EFFECTIVE AMENDMENT NO. 3  
TO  
FORM S-3 REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**BIOATLA, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

85-1922320  
(I.R.S. Employer  
Identification No.)

11085 Torreyana Road  
San Diego, California, 92121  
(858) 558-0708

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Jay M. Short, Ph.D.  
Co-Founder, Chief Executive Officer and Chairman  
BioAtla, Inc.

11085 Torreyana Road  
San Diego, California, 92121  
(858) 558-0708

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*  
David Schulman, Esq.  
Niki Fang, Esq.  
Orrick, Herrington & Sutcliffe LLP  
405 Howard Street  
San Francisco, California 94105  
Telephone: (415) 773-5700

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than securities offered only in connection with dividend or interest reinvestment plans, 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.

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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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 | <input checked="" type="checkbox"/> | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/>            | Smaller reporting company | <input type="checkbox"/> |
|                         |                                     | Emerging growth company   | <input type="checkbox"/> |

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.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 3 (this “Amendment No. 3”) to the Registration Statement on Form S-3 (File No. 333-262528) initially filed by BioAtla, Inc. on February 4, 2022 and subsequently amended by Post-Effective Amendment No. 1 filed on February 28, 2022 and Post-Effective Amendment No. 2 filed on March 1, 2022 (as amended, the “Registration Statement”), is being filed solely to update the auditors’ consent filed with the Post-Effective Amendment No. 2 as Exhibit 23.2. Accordingly, this Amendment No. 3 consists only of the facing page, this explanatory note, Part II of the Registration Statement and an updated Exhibit 23.2. The prospectus is unchanged and has been omitted.

**PART II**

**INFORMATION NOT REQUIRED IN THE PROSPECTUS**

**Item 14. *Other Expenses of Issuance and Distribution***

The following is a statement of the estimated expenses (other than underwriting discounts and commissions) to be incurred by our company in connection with the issuance and distribution of the securities registered under this registration statement.

|   |              |
|---|--------------|
| SEC registration fee  | \$ 18,540    |
| FINRA filing fee  | **           |
| Accounting fees and expenses                                | **           |
| Legal fees and expenses (including Blue Sky fees)           | **           |
| Transfer agent, trustee and warrant agent fees and expenses | **           |
| Printing fees   | **           |
| Miscellaneous   | **           |
| Total   | <u>\$ **</u> |

\*\* These fees and expenses depend on the securities offered and the number of issuances and accordingly cannot be estimated at this time and will be provided as applicable by amendment or in a filing with the SEC pursuant to the Exchange Act and incorporated herein by reference

**Item 15. *Indemnification of Directors and Officers***

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Article VI of our amended and restated bylaws provides for indemnification of our directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law. In addition, we have entered into indemnification agreements with our officers and directors, whereby we have agreed to indemnify our directors and officers to the fullest extent permitted by law. These indemnification agreements also generally require us to advance any expenses incurred by the directors or officers as a result of any proceeding against them as to which they could be indemnified. In addition, we have purchased a policy of directors' and officers' liability insurance that insures our directors and officers against the cost of defense, settlement or payment of a judgment in some circumstances. The underwriters will be obligated, under certain circumstances, pursuant to any underwriting agreements we enter into in connection with the sale of any securities being registered hereby, to indemnify us and our officers and directors against certain liabilities under the Securities Act.

**Item 16. Exhibits**

| Exhibit No. | Exhibit title   | Form       | Incorporated by reference |             |             | Filed or furnished herewith |
|-------------|---|------------|---------------------------|-------------|-------------|-----------------------------|
|             |   |            | File No.                  | Exhibit No. | Filing date |                             |
| 1.1*        | Form of Underwriting Agreement  |            |                           |             |             |                             |
| 4.1         | <a href="#">Amended and Restated Certificate of Incorporation</a>   | 8-K        | 001-39787                 | 3.1         | 12/18/2020  |                             |
| 4.2         | <a href="#">Amended and Restated Bylaws</a>   | 8-K        | 001-39787                 | 3.2         | 12/18/2020  |                             |
| 4.3         | <a href="#">Form of Specimen Common Stock Certificate</a>   | S-1/A      | 333-250093                | 4.1         | 12/8/2020   |                             |
| 4.4         | <a href="#">Investors' Rights Agreement, dated July 13, 2020</a>  | S-1        | 333-250093                | 4.2         | 12/8/2020   |                             |
| 4.5*        | Form of any certificate of designation with respect to any preferred stock issued hereunder and the related form of preferred stock certificate |            |                           |             |             |                             |
| 4.6*        | Form of any warrant agreement with respect to each particular series of warrants issued hereunder   |            |                           |             |             |                             |
| 4.7*        | Form of any unit agreement with respect to any unit issued hereunder  |            |                           |             |             |                             |
| 4.8         | <a href="#">Form of Indenture</a>   | S-3        | 333-262528                | 4.8         | 2/4/2022    |                             |
| 4.9*        | Form of Note  |            |                           |             |             |                             |
| 5.1         | <a href="#">Opinion of Orrick, Herrington &amp; Sutcliffe LLP</a>   | S-3        | 333-262528                | 5.1         | 2/4/2022    |                             |
| 23.1        | <a href="#">Consent of Orrick, Herrington &amp; Sutcliffe LLP (included in Exhibit 5.1)</a>   | S-3        | 333-262528                | 5.1         | 2/4/2022    |                             |
| 23.2        | <a href="#">Consent of Independent Registered Public Accounting Firm</a>  |            |                           |             |             | X                           |
| 24.1        | <a href="#">Power of Attorney (included on the signature page to this registration statement)</a>   | S-3        | 333-262528                |             | 2/4/2022    |                             |
| 25.1**      | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of Debt Trustee  |            |                           |             |             |                             |
| 107         | <a href="#">Filing Fee Table</a>  | POS<br>ASR | 333-262528                | 107         | 2/28/2022   |                             |

\* To be filed, if necessary, subsequent to the effectiveness of this registration statement by an amendment to this registration statement or incorporation by reference pursuant to a Current Report on Form 8-K in connection with an offering of securities.

\*\* To be filed as an exhibit to a Current Report on Form 8-K or pursuant to Section 305(b)(2) of the Trust Indenture Act of 1939 and incorporated herein by reference.

**Item 17. Undertakings**

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the

underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(7) To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Trust Indenture Act.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on the 17th day of May, 2022.

**BIOATLA, INC.**

By: /s/ Jay M. Short, Ph.D.  
Jay M. Short, Ph.D.  
Chief Executive Officer  
(Principal Executive Officer and Authorized Signatory)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 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/ Jay M. Short, Ph.D.</u><br>Jay M. Short, Ph.D. | Chief Executive Officer and Director<br>(Principal Executive Officer)   | May 17, 2022 |
| <u>/s/ Richard A. Waldron</u><br>Richard A. Waldron   | Chief Financial Officer<br>(Principal Financial and Accounting Officer) | May 17, 2022 |
| <u>*</u><br>Scott Smith                               | President and Director  | May 17, 2022 |
| <u>*</u><br>Mary Ann Gray                             | Director  | May 17, 2022 |
| <u>*</u><br>Susan Moran                               | Director  | May 17, 2022 |
| <u>*</u><br>Edward Williams                           | Director  | May 17, 2022 |
| <u>*</u><br>Lawrence Steinman                         | Director  | May 17, 2022 |
| <u>*</u><br>Guy Levy                                  | Director  | May 17, 2022 |
| <u>*</u><br>Sylvia McBrinn                            | Director  | May 17, 2022 |

\* By: /s/ Jay M. Short, Ph.D.  
Jay M. Short, Ph.D.  
Attorney-in-Fact

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption “Experts” and to the use of our reports dated February 28, 2022, in the Post-Effective Amendment No. 3 to the Registration Statement (Form S-3 No. 333-262528) and related Prospectus of BioAtla, Inc. for the registration of its common stock, preferred stock, debt securities, warrants, and units.

/s/ Ernst & Young LLP

San Diego, California  
May 17, 2022