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

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

Bionomics Limited
(Exact name of registrant as specified in its charter)

Not applicable
(Translation of registrant's name into English)

Australia
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

98-1008557
(I.R.S. Employer
Identification No.)

**200 Greenhill Road
Eastwood SA 5063
Australia
+618 8150 7400**

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

**Errol De Souza, Ph.D.
Executive Chairman
c/o CSC-Lawyers Incorporating Service
2710 Gateway Oaks Drive, Suite 150N
Sacramento, CA 95833**

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

Copies to:

**Michael E. Sullivan, Esq.
Nathan Ajiashvili, Esq.
Latham & Watkins LLP
12670 High Bluff Drive
San Diego, California 92130
(858) 523-5400**

**Anthony W. Basch, Esq.
Yan (Natalie) Wang, Esq.
Kaufman & Canoles, P.C.
Two James Center
1021 East Cary Street, Suite 1400
Richmond, VA 23219
(804) 771-5700**

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (File No. 333-268314)

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 of 1933.

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

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form F-1 (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 ordinary shares, represented by ADSs, offered by Bionomics Limited (the "Registrant") by 8,492,220 ordinary shares, represented by ADSs, 1,107,540 of which are subject to purchase upon exercise of the underwriters' option to purchase additional ordinary shares, represented by ADSs, of the Registrant. 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 Registration Statement on [Form F-1](#), as amended (File No. 333-268314) (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

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
5.1	<u>Opinion of Johnson Winter & Slattery regarding the validity of the ordinary shares being registered</u>
23.1	<u>Consent of Ernst & Young, an independent registered public accounting firm.</u>
23.2	<u>Consent of Johnson Winter & Slattery (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on the signature page of the Prior Registration Statement filed on November 10, 2022)</u>
107	<u>Filing Fee Table</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Adelaide, Australia on November 16, 2022.

BIONOMICS LIMITED

By: /s/ Errol De Souza, Ph.D.

Errol De Souza, Ph.D.
Executive Chairman

<u>Signature</u>	<u>Title</u>
* <u>Errol De Souza, Ph.D.</u>	Executive Chairman (principal executive officer)
* <u>Adrian Hinton</u>	Acting Chief Financial Officer (principal financial and accounting officer)
* <u>Jane Ryan, Ph.D.</u>	Director
* <u>Aaron Weaver</u>	Director
* <u>David Wilson</u>	Director
* <u>Miles Davies</u>	Director
* <u>Alan Fisher</u>	Director

*By: Errol De Souza, Ph.D.
Errol De Souza, Ph.D.
Attorney-in-Fact

SIGNATURE OF AUTHORIZED U.S. REPRESENTATIVE OF REGISTRANT

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned, the duly authorized representative in the United States of Bionomics Limited has signed this registration statement on November 16, 2022.

BIONOMICS LIMITED

By: /s/ Errol De Souza, Ph.D.

Errol De Souza, Ph.D.

Executive Chairman

JOHNSON | WINTER | SLATTERY

Partner: John Keeves +61 2 8274 9520
Email: john.keeves@jws.com.au
Our Ref: 04159
Doc ID: 301487017.1

16 November 2022

Bionomics Limited
200 Greenhill Road
Eastwood SA 5063

Dear Sir/Madam

Bionomics Limited Registration on Form F-1**1. Background**

We have acted as Australian legal counsel to Bionomics Limited (**Company**), a company incorporated under the laws of the Commonwealth of Australia, in connection with the offering sale by the Company (**Offering**) of 743,332 American Depositary Shares (**ADS**), each representing 180 ordinary shares of the Company, no par value (**Shares**), pursuant to a registration statement on Form F-1 as amended to the date of this letter (**Form F-1 Registration Statement**), initially filed by the Company under the U.S. Securities Act of 1933, as amended (**Securities Act**) with the U.S. Securities and Exchange Commission (**Commission**) on 10 November 2022.

The Form F-1 Registration Statement, including the Prospectus, is referred to in this letter collectively (and unless the context requires otherwise) as the **Documents**. This opinion is being furnished in connection with the requirements of Rule 462(b) of the Securities Act, and no opinion is expressed herein as to any matter pertaining to contents of the Form F-1 Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

2. Documents examined and searches conducted and relied on by us

For the purposes of this opinion, we have examined and relied on copies of the following documents:

- (a) the Form F-1 Registration Statement, in the form received by us via email from Latham and Watkins on 12 November 2022 at 1:16pm (ACDT);
- (b) a draft of the Prospectus forming part of that Form F-1 Registration Statement;
- (c) the results of the Company's annual general meeting held on 2 December 2021 (**Shareholders' Meeting**) as evidenced by the draft minutes of that meeting, including specifically resolution 15 of the Shareholders' Meeting;
- (d) the constitution of the Company adopted by the Company on 2 December 2021 (**Constitution**);

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- (e) a certificate dated 14 November 2022 signed by or on behalf of the directors of the Company (**Directors**) certifying the accuracy and completeness of:
 - (i) the Constitution of the Company;
 - (ii) the draft minutes of the Shareholders' Meeting; and
 - (iii) the written resolution of the Directors dated 14 November 2022 (**Directors' Meeting**), (**Certificate**);
- (f) the documents referred to in the Certificate; and
- (g) a search of the electronically available public register of the Company available on the on-line database of the Australian Securities and Investments Commission at 1:50pm (ACDT time) on 13 November 2022.

3. Assumptions in providing this opinion

For the purposes of this opinion, we have assumed:

- (a) that the Directors' Meeting was properly convened and that the resolutions passed at the Directors' Meeting were properly passed;
- (b) that the Shareholders' Meeting was properly convened and that the resolutions passed at the Shareholders' Meeting were properly passed;
- (c) the genuineness of all signatures;
- (d) the authenticity and completeness of all documents submitted to us as originals;
- (e) all documents submitted to us as copies conform with the originals, and all copy documents are complete and up to date;
- (f) all relevant original documents continue in full force and effect and all signatures, seals, dates, duty stamps and markings appearing on all documents and copy documents submitted to us are genuine;
- (g) any documents which purport to be governed by the law of any jurisdiction other than the laws of the Commonwealth of Australia are legal, valid and binding obligations of all parties to those documents and none of the execution, delivery or performance of any document by any party to the document violates or contravenes or is rendered invalid, not binding or unenforceable under any applicable law under any jurisdiction other than the laws of the Commonwealth of Australia;
- (h) the obligations assumed by the Company under or pursuant to the Form F-1 Registration Statement are in the Company's best interests and for the purposes of its business;
- (i) the filing of the Form F-1 Registration Statement or the consummation of the transactions contemplated therein does not violate or contravene the law of any jurisdiction or any applicable law under any jurisdiction (excluding the laws of the Commonwealth of Australia);
- (j) no person has been, or will be, engaged in conduct that is unconscionable, dishonest, misleading or deceptive or likely to mislead or deceive; and
- (k) all public records and searches which we have examined are accurate and up to date and the information disclosed by the searches conducted by us is true and complete and such information has not since been altered and the searches did not fail to disclose any information which had been delivered for registration, lodgement or filing against the Company's records but which did not appear on the public records at the date of our search.

We have not taken any steps to verify these assumptions.

4. Limitations and qualifications

This opinion, which is governed by and to be interpreted in accordance with, the laws of the State of South Australia, Australia, is given only with respect to the laws of that State and of the Commonwealth of Australia that are in effect on the date of this opinion. We have not investigated and do not express any view about, any law other than that of Australia.

We have relied on the assumptions contained in section 129 of the *Corporations Act 2001* (Cth) (**Corporations Act**) with respect to the Company. A person may rely on the assumptions specified in section 129 of the Corporations Act unless they know or suspect that the assumptions are incorrect. In particular, sections 129(5) and (6) permit the assumption to be made that a document has been duly executed by a company if it appears to have been executed in accordance with section 127 of the Corporations Act by two people who, according to certain documents filed by the Company with ASIC, are a director and secretary or two directors of the Company.

We express no view on any matter requiring skill or expertise of a non-legal nature, such as financial, statistical, accounting, commercial or actuarial matters.

This opinion is limited to the matters stated in this letter, and no opinion is implied or may be inferred beyond the matters expressly stated.

This opinion is subject to the Form F-1 Registration Statement, and any amendments thereto (including all necessary post-effective amendments), become effective under the Securities Act.

5. Opinion

Based on and subject to the above, in our opinion:

- (a) the Company is duly incorporated and validly existing under the laws of Australia and in ‘good standing’ (as the term ‘good standing’ is not defined under the laws of the Commonwealth of Australia, we have assumed that the expression means that there are no current orders for the winding up of the Company, no appointment of a liquidator of the Company, no appointment of a receiver to all or a substantial part of its assets and no notice of its proposed deregistration); and
- (b) on issue of the Shares against payment for the Shares offered under the Documents, the Shares will be duly authorised by all necessary corporate action of the Company, validly issued, fully paid and ‘non-assessable’ (for the purposes of this opinion, the term ‘non-assessable’ when used to describe the liability of a person as the registered holder of shares is not a concept known under the laws of the Commonwealth of Australia, so we have assumed those words to mean that holders of such Shares, having fully paid all amounts due on the issue of such Shares, are under no personal liability under the Corporations Act to contribute to the assets and liabilities of the Company on a winding up of the Company in their capacity solely as holders of such Shares).

This opinion is deemed to be given as at 16 November 2022 and will speak as at that date and we do not undertake any obligation to advise you of any changes (including but not limited to any subsequently enacted, published or reported laws, regulations or binding authority) that may occur or come to our attention after the date of this letter which may affect our opinion.

6. Consent

We consent to the use of this opinion as an exhibit to the Form F-1 Registration Statement and to the use of our name under the caption “Legal Matters” in the Prospectus. In giving this consent, we do not 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 Commission promulgated under that Securities Act.

Yours faithfully,

/s/ Johnson Winter Slattery

Johnson Winter Slattery

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 October 14, 2022, with respect to the consolidated financial statements of Bionomics Limited incorporated by reference in Amendment No. 1 to the Registration Statement (Form F-1 No. 333-268314) and related Prospectus of Bionomics Limited for the registration of American Depository Shares.

/s/ Ernst & Young
Adelaide, Australia
November 16, 2022

Calculation of Filing Fee Tables

Form F-1

(Form Type)

Bionomics Limited

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	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
Fees to Be Paid	Equity	Ordinary Shares, no par value(1)	Rule 457(o)	47,179(2)	\$7.80(3)	\$367,996.20 (3)	0.00011020	\$40.56(4)				
Fees Previously Paid	N/A	N/A	N/A	N/A	N/A	N/A		N/A				
Carry Forward Securities												
Carry Forward Securities	N/A	N/A	N/A	N/A		N/A			N/A	N/A	N/A	N/A
	Total Offering Amounts					\$367,996.20(3)		\$40.56				
	Total Fees Previously Paid							N/A				
	Total Fee Offsets							N/A				
	Net Fee Due							\$40.56				

- (1) American Depositary Shares (which we refer to as "ADSs") issuable upon deposit of the ordinary shares registered hereby have been registered pursuant to a separate Registration Statement on Form F-6 (File No. 333-261582), which was declared effective on December 15, 2021. Each ADS represents 180 ordinary shares.
- (2) Represents only the additional number of ordinary shares represented by ADSs being registered and includes additional ordinary shares represented by 6,153 ADSs 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 F-1, as amended (File No. 333-268341) ("Prior Registration Statement").
- (3) Calculated in accordance with Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act").
- (4) The Registrant previously registered ordinary shares represented by 690,000 ADSs with an aggregate offering price not to exceed \$5,720,100 on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on November 15, 2022. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$367,996.20 are hereby registered, which includes ordinary shares represented by ADSs that the underwriters have the option to purchase.