

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

FORM S-1
REGISTRATION STATEMENT
Under
The Securities Act of 1933

Exagen Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

8071
(Primary Standard Industrial
Classification Code Number)
1261 Liberty Way, Suite C
Vista, California 92081
(760) 560-1501

20-0434866
(I.R.S. Employer
Identification Number)

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

Fortunato Ron Rocca
President and Chief Executive Officer
1261 Liberty Way, Suite C
Vista, California 92081
(760) 560-1501

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

Copies to:

Cheston J. Larson
Matthew T. Bush
Jeffrey T. Woodley
Latham & Watkins LLP
12670 High Bluff Drive
San Diego, California 92130
(858) 523-5400

Charles S. Kim
Sean Clayton
Kristin VanderPas
Cooley LLP
4401 Eastgate Mall
San Diego, California 92121
(858) 550-6000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared 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. 333-233446)

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, smaller reporting company or an emerging growth company. See the definition of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-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.

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)(3)
Common stock, \$0.001 par value per share	306,666	\$14.00	\$4,293,324	\$520.36

- (1) Represents only the additional number of shares being registered and includes 40,000 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. 333-233446) ("Prior Registration Statement").
- (2) Calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended.
- (3) The Registrant previously registered 3,833,334 shares of its common stock with an aggregate offering price not to exceed \$61,333,344 on the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on September 18, 2019. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$4,293,324 are hereby registered, which includes shares that the underwriters have the option to purchase.

The Registration Statement shall become effective upon filing 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 S-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 shares of common stock offered by Exagen Inc. (the “Registrant”) by 306,666 shares, 40,000 of which are subject to purchase upon exercise of the underwriters’ option to purchase additional shares of the Registrant’s common stock. 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 S-1](#), as amended (File No. 333-233446) (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	Description of Exhibit
5.1	<u>Opinion of Latham & Watkins LLP (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement on September 9, 2019)</u>
23.1	<u>Consent of BDO USA, LLP, independent registered public accounting firm</u>
23.2	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (included on the signature page of the Prior Registration Statement filed on August 23, 2019)</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 Vista, State of California, on this 18th day of September, 2019.

EXAGEN INC.

By: /s/ Fortunato Ron Rocca
Fortunato Ron Rocca
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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Fortunato Ron Rocca</u> Fortunato Ron Rocca	President, Chief Executive Officer and Director (Principal Executive Officer)	September 18, 2019
<u>/s/ Kamal Adawi</u> Kamal Adawi	Chief Financial Officer and Corporate Secretary (Principal Financial and Accounting Officer)	September 18, 2019
<u>*</u> Brian Birk	Chairman of the Board of Directors	September 18, 2019
<u>*</u> Chet Burrell	Director	September 18, 2019
<u>*</u> Jeff Elliott	Director	September 18, 2019
<u>*</u> Tina S. Nova, Ph.D.	Director	September 18, 2019
<u>*</u> Ebetuel Pallares, Ph.D.	Director	September 18, 2019
<u>*</u> Bruce C. Robertson, Ph.D.	Director	September 18, 2019
<u>*</u> James L.L. Tullis	Director	September 18, 2019

*By: /s/ Fortunato Ron Rocca
Fortunato Ron Rocca
Attorney-in-fact

Consent of Independent Registered Public Accounting Firm

Exagen Inc.
San Diego, California

We hereby consent to the incorporation by reference in this Registration Statement of our report dated May 31, 2019, except for Note 16 which is as of August 23, 2019 and the “Reverse Stock Split” paragraph of Note 17 which is as of September 9, 2019, relating to the financial statements of Exagen Inc. (the “Company”), which is included in the Company’s Registration Statement on Form S-1 (333-233446), as amended.

/s/ BDO USA, LLP

September 18, 2019