

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

Dova Pharmaceuticals, 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)

81-3858961
(I.R.S. Employer Identification
Number)

**240 Leigh Farm Road
Suite 245
Durham, NC 27707
(844) 506-3682**

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

**Alex Sapir
President and Chief Executive Officer
Dova Pharmaceuticals, Inc.
240 Leigh Farm Road
Suite 245
Durham, NC 27707
(844) 506-3682**

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

Copies to:

**Divakar Gupta
Darren DeStefano
Mark Ballantyne**
Cooley LLP
1114 Avenue of the Americas
New York, New York 10036
(212) 479-6000

Deanna Kirkpatrick
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

**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, 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- 218479)

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 (Do not check if a smaller reporting company)

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 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)(2)	Proposed Maximum Offering Price per Share(3)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	405,375	\$ 17.00	\$ 6,891,375	\$ 798.72

- (1) Includes 52,875 shares that the underwriters have the option to purchase.
- (2) The 405,375 shares to be registered pursuant to this Registration Statement are in addition to the 4,671,875 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-218479).
- (3) Based on the public offering price.

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

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Dova Pharmaceuticals, Inc. (the “Registrant”) is filing this Registration Statement on Form S-1 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-218479) (the “Prior Registration Statement”), which the Registrant originally filed with the Commission on June 2, 2017, and which the Commission declared effective on June 28, 2017.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of Common Stock offered by the Registrant by 405,375 shares, 52,875 of which may be sold by the Registrant in the event the underwriters exercise their option to purchase additional shares of Common Stock of the Registrant. The additional shares of Common Stock that are being registered for issuance and 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 to the Prior Registration Statement are hereby incorporated by reference into this Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Durham, State of North Carolina, on the 28th day of June, 2017.

Dova Pharmaceuticals, Inc.

By: /s/ ALEX SAPIR
Alex Sapir
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 and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ALEX SAPIR</u> Alex Sapir	President, Chief Executive Officer and Director (principal executive officer)	June 28, 2017
<u>/s/ DOUGLAS BLANKENSHIP</u> Douglas Blankenship	Chief Financial Officer (principal financial and accounting officer)	June 28, 2017
<u>*</u> Steven M. Goldman	Director	June 28, 2017
<u>*</u> Roger A. Jeffs	Director	June 28, 2017
<u>*</u> Paul B. Manning	Director	June 28, 2017
<u>*</u> Alfred J. Novak	Director	June 28, 2017
<u>*</u> Sean Stalfort	Director	June 28, 2017
*By: <u>/s/ ALEX SAPIR</u> Alex Sapir Attorney-in-Fact		

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of Cooley LLP.
23.1	Consent of KPMG LLP, independent registered public accounting firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of the Prior Registration Statement (File No. 333-218479), as filed with the Commission on June 2, 2017).



Darren DeStefano
T: 703 456 8034
ddestefano@cooley.com

June 28, 2017

Dova Pharmaceuticals, Inc.
240 Leigh Farm Road, Suite 245
Durham, NC 27707

Ladies and Gentlemen:

You have requested our opinion, as counsel to Dova Pharmaceuticals, Inc., a Delaware corporation (the "*Company*"), in connection with the filing by the Company of a Registration Statement on Form S-1 (the "*Registration Statement*") with the Securities and Exchange Commission pursuant to Rule 462(b) of Regulation C promulgated under the Securities Act of 1933, as amended, relating to an underwritten public offering of up to 405,375 shares (the "*Shares*") of the Company's common stock, par value \$0.001, including up to 52,875 Shares that may be sold pursuant to the exercise of an option to purchase additional shares. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (No. 333-218479), which was declared effective on June 28, 2017 (the "*Prior Registration Statement*"), including the prospectus which forms a part of the Prior Registration Statement (the "*Prospectus*"). All of the Shares are to be sold by the Company as described in the Registration Statement and the Prospectus.

In connection with this opinion, we have examined and relied upon (a) the Registration Statement, the Prior Registration Statement and the Prospectus, (b) the Company's Amended and Restated Certificate of Incorporation and Bylaws, each as currently in effect, (c) the Company's Amended and Restated Certificate of Incorporation, filed as Exhibit 3.3 to the Prior Registration Statement, and the Company's Amended and Restated Bylaws, filed as Exhibit 3.4 to the Prior Registration Statement, each of which is to be in effect immediately following the closing of the offering contemplated by the Registration Statement and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. We have undertaken no independent verification with respect to such matters. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies and the due execution and delivery of all documents (other than by the Company) where due execution and delivery are a prerequisite to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion as to whether the laws of any particular jurisdiction are applicable to the subject matter hereof. We are not rendering any opinion as to compliance with any federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as described in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the reference to our firm under the caption "Legal Matters" in the Prospectus included in the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

Cooley LLP

By: /s/ Darren DeStefano
Darren DeStefano

ONE FREEDOM SQUARE, RESTON TOWN CENTER, 11951 FREEDOM DRIVE, RESTON, VA 20190-5656 T: (703) 456-8000 F: (703) 456-8100
WWW.COOLEY.COM

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Dova Pharmaceuticals, Inc.:

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated April 21, 2017 except as to Note 8, which is as of June 16, 2017, included in Registration Statement on Form S-1 (No. 333-218479), as amended, and to the reference to our firm under the heading “Experts” in the prospectus included in such Registration Statement.

Our report contains an explanatory paragraph that states that the Company has suffered recurring losses from operations, which raises substantial doubt about the Company’s ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ KPMG LLP

Richmond, Virginia
June 28, 2017
