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

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

Solid Biosciences, LLC

[to be converted as described herein to a corporation named]

Solid Biosciences Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2836
(Primary Standard Industrial
Classification Code Number)

90-0943402
(I.R.S. Employer
Identification Number)

**161 First Street, Third Floor
Cambridge, MA 02142
(617) 337-4680**

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

**Ilan Ganot
Chief Executive Officer
Solid Biosciences Inc.
161 First Street, Third Floor
Cambridge, MA 02142
(617) 337-4680**

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

Copies to:

**Julie M. Allen, Esq.
Daniel L. Forman, Esq.
Proskauer Rose LLP
Eleven Times Square
New York, New York 10036
Tel (212) 969-3000**

**Daniel Finkelman, Esq.
General Counsel
Solid Biosciences Inc.
161 First Street, Third Floor
Cambridge, MA 02142
Tel (617) 337-4680**

**Deanna L. Kirkpatrick, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
Tel (212) 450-4000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-222357

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 Securities Exchange Act of 1934, as amended. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) 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
Common Stock, par value \$0.001 per share	934,375	\$16.00	\$14,950,000	\$1,861.28

- (1) Represents only the additional number of shares being registered and includes shares of common stock issuable upon exercise of the underwriters’ option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-222357).
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price. The registrant previously registered securities at an aggregate offering price not to exceed \$152,950,000 on a Registration Statement on Form S-1 (File No. 333-222357), which was declared effective by the Securities and Exchange Commission on January 25, 2018. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$14,950,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters’ option to purchase additional shares.

This 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 is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, of Solid Biosciences Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-222357) which was declared effective by the Commission on January 25, 2018 are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and incorporated by reference or filed herewith.

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Proskauer Rose LLP
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
23.2	Consent of Proskauer Rose LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (included on signature page)

* Previously filed on the signature page to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-222357), originally filed with the Securities and Exchange Commission on December 29, 2017 and incorporated by reference herein.

*By: /s/ Ilan Ganot
Ilan Ganot
Attorney-In-Fact

January 25, 2018



Proskauer Rose LLP Eleven Times Square, New York, New York 10036-8299

January 25, 2018

Solid Biosciences Inc.
161 First Street, Third Floor
Cambridge, MA 02142

Ladies and Gentlemen:

We are acting as counsel to Solid Biosciences Inc., a Delaware corporation (the "Company") that was formed upon the statutory conversion of Solid Biosciences, LLC ("Solid LLC") from a Delaware limited liability company into a Delaware corporation (the "Conversion"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), of (i) a registration statement on Form S-1 (File No. 333-222357) (as amended or supplemented, the "Initial Registration Statement") and (ii) a second registration statement on Form S-1 filed pursuant to Rule 462(b) promulgated under the Securities Act (the "462(b) Registration Statement," and together with the Initial Registration Statement, the "Registration Statement") relating to the sale by the Company of up to 8,984,375 shares, par value \$0.001 per share (including 1,171,875 shares being offered pursuant to the exercise of the underwriters' over-allotment option) (the "Shares"). The 462(b) Registration Statement incorporates by reference the Initial Registration Statement, including the prospectus which forms a part of the Prior Registration Statement (the "Prospectus").

As such counsel, we have participated in the preparation of the Registration Statement and have examined originals or copies of such documents, corporate records and other instruments as we have deemed relevant, including, without limitation:

- (i) the Certificate of Incorporation of the Company in the form filed as Exhibit 3.3 to the Initial Registration Statement;
- (ii) the Bylaws of the Company in the form filed as Exhibit 3.4 to the Initial Registration Statement;
- (iii) certain of the resolutions of the Board of Managers and of the Members of Solid LLC; and
- (iv) the 462(b) Registration Statement, together with the exhibits filed as a part thereof and including any documents incorporated by reference therein.

We have made such examination of law as we have deemed necessary to express the opinion contained herein. As to matters of fact relevant to this opinion, we have relied upon, and assumed without independent verification, the accuracy of certificates of public officials and officers of the Company. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, facsimile or photostatic copies, and the authenticity of the originals of such copies.

Based upon the foregoing, and subject to the limitations, qualifications, exceptions and assumptions expressed herein, we are of the opinion, assuming no change in the applicable law

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or pertinent facts, that the Shares have been duly authorized by the Company and, when issued pursuant to, and as described in, the Registration Statement and Prospectus (as amended and supplemented through the date of issuance), will be legally issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware, and we express no opinion as to the laws, statutes, rules or regulations of any other jurisdiction. The references and limitations to the "General Corporation Law of the State of Delaware" include all applicable Delaware statutory provisions of law and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the 462(b) Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus. In giving the foregoing consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Proskauer Rose LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated August 4, 2017 relating to the financial statements of Solid Biosciences, LLC, which appears in Amendment No. 3 to the Registration Statement on Form S-1 (No. 333-222357). We also consent to the reference to us under the heading "Experts" in Amendment No. 3 to the Registration Statement on Form S-1 (No. 333-222357).

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts
January 25, 2018