

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

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

NANOBIOTIX S.A.

(Exact name of registrant as specified in its charter)

France
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

Nanobiotix S.A.
60, rue de Wattignies
75012 Paris, France
+33 1 40 26 04 70

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

Nanobiotix Corporation
Attn: Philippe Mauberna
210 Broadway
Cambridge, Massachusetts 02139
+1 617 712 1568

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

Copies to:

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Jones Day
250 Vesey Street
New York, New York 10281
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Approximate date of commencement of proposed sale to 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. 333-250707

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.

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	Proposed maximum aggregate offering price ⁽³⁾	Amount of registration fee
Ordinary Shares, €0.03 nominal value per share ⁽¹⁾⁽²⁾	920,000	\$13.50	\$12,420,000	\$1,355.02

(4)

- (1) The 920,000 ordinary shares being registered in this Registration Statement are in addition to the 7,475,000 ordinary shares registered pursuant to Registrant's Registration Statement on Form F-1 (File No. 333-250707).
- (2) Includes 120,000 ordinary shares which the underwriters have the option to purchase.
- (3) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.
- (4) American Depositary Shares, or ADSs, issuable upon deposit of the ordinary shares registered hereby are being registered pursuant to a separate Registration Statement on Form F-6. Each ADS represents one ordinary share.

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

This Registration Statement is being filed by Nanobiotix S.A. (the “Company”) pursuant to Rule 462(b) (“Rule 462(b)”) under the Securities Act of 1933 and General Instruction V of Form F-1. Pursuant to Rule 462(b), the contents of the Company’s registration statement on Form F-1, as amended (File No. 333-250707), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission on December 10, 2020 (the “Initial Registration Statement”), are incorporated by reference into this Registration Statement.

The Registrant hereby certifies that its agent has sufficient funds in the Commission’s account at U.S. Bank to cover the amount of the filing fee set forth on the cover page of this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 8. Exhibits and Financial Statement Schedules.

(a) Exhibits.

All exhibits filed with or incorporated by reference in the Initial Registration Statement (File No. 333-250707) are incorporated by reference herein, and shall be deemed to be a part of this Registration Statement, except for the following, which are filed herewith.

Exhibit Number	Description of Exhibit
5.1	Opinion of Jones Day
23.1	Consent of Ernst & Young et Autres
23.2	Consent of Jones Day (included in Exhibit 5.1)
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Initial Registration Statement on Form F-1 (File No. 333-250707))

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 F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Paris, France, on December 10, 2020.

NANOBIOTIX S.A.

By: /s/ LAURENT LEVY
Laurent Levy, Ph.D.
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 indicated on December 10, 2020.

Signature	Title	Date
<u>/s/ LAURENT LEVY</u> Laurent Levy, Ph.D.	Chief Executive Officer and Executive Board Chairman (Principal Executive Officer)	December 10, 2020
<u>/s/ PHILIPPE MAUBERNA</u> Philippe Mauberna	Chief Financial Officer and Executive Board Member (Principal Financial Officer and Principal Accounting Officer)	December 10, 2020
<u>*</u> Laurent Condomine	Supervisory Board Chairman	December 10, 2020
<u>*</u> Anne-Marie Graffin	Supervisory Board Deputy Chairman	December 10, 2020
<u>*</u> Alain Herrera, M.D.	Supervisory Board Member	December 10, 2020
<u>*</u> Enno Spillner	Supervisory Board Member	December 10, 2020

*Attorney-in-Fact

By: /s/ PHILIPPE MAUBERNA
Name: Philippe Mauberna
Title: Attorney-in-Fact

Pursuant to the requirements of the Securities Act of 1933, the undersigned, the duly authorized representative in the United States of the registrant has signed this registration statement, on December 10, 2020.

NANOBIOTIX CORPORATION

By: /s/ PHILIPPE MAUBERNA

Name: Philippe Mauberna

Title: Treasurer and Authorized Signatory

EXHIBIT INDEX

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JONES DAY

PARTNERSHIP CONSTITUEE SELON LE DROIT DE L'OHIO, USA
AVOCATS AU BARREAU DE PARIS
2, RUE SAINT-FLORENTIN • 75001 PARIS
TELEPHONE: (0)1.56.59.39.39 • FACSIMILE: (0)1.56.59.39.38 • TOQUE J 001
WWW.JONESDAY.COM
December 10, 2020

Nanobiotix S.A.
60, rue de Wattignies
75012 Paris, France

Re: Registration Statement on Form F-1

Ladies and Gentlemen:

We are acting as special French counsel for Nanobiotix S.A. (the "Company"), a French *société anonyme*, in connection with the initial public offering and sale by the Company of up to 7,475,000 ordinary shares, par value €0.03 per share, each represented by American Depositary Shares, pursuant to the underwriting agreement (the "Underwriting Agreement") proposed to be entered into by and among the Company and Jefferies LLC, Evercore Group, L.L.C., UBS Securities LLC and Gilbert Dupont SNC, acting as the representatives of the several underwriters to be named in Schedule A to the Underwriting Agreement. This opinion relates up to 920,000 additional ordinary shares (the "Additional Shares") to be sold by the Company in such initial public offering pursuant to the registration statement to which this opinion pertains (the "462(b) Registration Statement").

In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that, when the 462(b) Registration Statement has become effective under the Securities Act of 1933, as amended (the "Act"), the Additional Shares, when issued and delivered by the executive board of the Company in accordance with the resolutions of the Company's shareholders adopted at the meeting of November 30, 2020 pursuant to the Underwriting Agreement against full payment of their subscription price as provided in the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

As to facts material to the opinions and assumptions expressed herein, we have relied upon written statements and representations of officers and other representatives of the Company. We are members of the Paris bar and this opinion is limited to the laws of the Republic of France. This opinion is subject to the sovereign power of the French courts to interpret agreements and assess the facts and circumstances of any adjudication. This opinion is given on the basis that it is to be governed by, and construed in accordance with, the laws of the Republic of France.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the 462(b) Registration Statement. In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day

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 June 5, 2020, with respect to the consolidated financial statements of Nanobiotix S.A. included in Amendment No. 2 to the Registration Statement (Form F-1 No. 333-250707) and related Prospectus of Nanobiotix S.A. for the registration of its ordinary shares (including those in the form of American Depositary Shares).

/s/ ERNST & YOUNG et Autres

Paris La Défense, France

December 10, 2020
