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

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

BioNTech SE

(Exact Name of Registrant as Specified in Its Charter)

Not Applicable

(Translation of Registrant's name into English)

Federal Republic of Germany
(State or Other Jurisdiction of
Incorporation or Organization)

2836
(Primary Standard Industrial
Classification Code Number)

98-151-1032
(I.R.S. Employer
Identification Number)

Prof. Ugur Sahin, M.D.
An der Goldgrube 12
D-55131 Mainz
Germany
Tel: +49 6131-9084-0

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

BioNTech US Inc.
40 Erie St., Suite 110
Cambridge, MA 02139
+1 (617) 337-4701

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

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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 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. 333-239970)

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 term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities To Be Registered(1) | Amount to be Registered(2) | Proposed Maximum Offering Price Per Share(3) | Proposed Maximum Aggregate Offering Price(2)(3) | Amount of Registration Fee |
|---|----------------------------|--|---|----------------------------|
| Ordinary shares, no par value per share | 575,000 | \$93.00 | \$53,475,000 | \$6,942 |

- (1) All ordinary shares will be represented by American Depositary Shares, or ADSs, with each ADS representing one ordinary share. ADSs issuable upon deposit of the ordinary shares registered hereby are registered pursuant to a separate Registration Statement on Form F-6 (File No. 333-233898).
- (2) The registrant previously registered securities at an aggregate offering price not to exceed \$540,155,000 on a Registration Statement on Form F-1 (File No. 333-239970), which was declared effective on July 22, 2020 (the “Initial Registration Statement”). In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the Initial Registration Statement is hereby registered, which includes ordinary shares in the form of ADSs issuable upon exercise of the underwriters’ option to purchase additional ordinary shares in the form of ADSs and does not include the securities that the Registrant previously registered on the Initial Registration Statement.
- (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, as amended.

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

This Registration Statement is being filed with the U.S. Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form F-1, as amended (File No. 333-239970) of BioNTech SE filed with the Commission pursuant to the Securities Act, which was declared effective by the Commission on July 22, 2020, including the exhibits thereto, are hereby incorporated by reference into this Registration Statement.

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

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 5.1 | <u>Opinion of Freshfields Bruckhaus Deringer LLP</u> |
| 23.1 | <u>Consent of Ernst & Young GmbH, Independent Registered Public Accounting Firm</u> |
| 23.2 | <u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm</u> |
| 23.3 | <u>Consent of Freshfields Bruckhaus Deringer LLP (included in Exhibit 5.1)</u> |
| 24.1 | <u>Powers of Attorney (incorporated herein by reference to the signature page of the Registrant's Registration Statement on Form F-1, as amended (File No. 333-239970), filed with the Commission on July 21, 2020).</u> |

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 Mainz, Germany on July 22, 2020.

BIONTECH SE

By: /s/ PROF. UGUR SAHIN, M.D.

Prof. Ugur Sahin, M.D.
Chief Executive Officer

Pursuant to the requirements of the Securities Act, 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/ PROF. UGUR SAHIN, M.D.</u> Prof. Ugur Sahin, M.D. | Chief Executive Officer (principal executive officer) | July 22, 2020 |
| <u>/s/ DR. SIERK POETTING</u> Dr. Sierk Poetting | Chief Financial Officer and Chief Operating Officer (principal accounting officer) | July 22, 2020 |
| <u>*</u> Helmut Jeggle | Chair of the Supervisory Board | July 22, 2020 |
| <u>*</u> Michael Motschmann | Director | July 22, 2020 |
| <u>*</u> Prof. Christoph Huber, M.D. | Director | July 22, 2020 |
| <u>*</u> Dr. Ulrich Wandschneider | Director | July 22, 2020 |

* By: /s/ PROF. UGUR SAHIN, M.D.

Prof. Ugur Sahin, M.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 BioNTech SE has signed this registration statement on July 22, 2020.

BIONTECH US INC

By: /s/ BRIAN KICKHAM

Name: Brian Kickham

Title: Secretary

Hamburg
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Our Ref
162745-0015

BioNTech SE
An der Goldgrube 12
55131 Mainz
Germany

July 22, 2020

BioNTech SE – Form F-1 Registration Statement

Ladies and Gentlemen

We are acting as legal advisers to BioNTech SE, a European stock corporation (SE) with its business address at An der Goldgrube 12, 55131 Mainz, Germany and registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Mainz, Germany, (the **Commercial Register**) under number HRB 48720 (the **Company**) as to matters of German law in connection with the public offering and sale of up to 5,500,000 American Depository Shares (the **ADS**), with each ADS representing one no par value registered share of the Company (the **New Shares**), each such share having a notional par value of EUR 1.00 per Share.

In this opinion, “Germany” means the Federal Republic of Germany.

1. Documents Reviewed

For the purpose of rendering this legal opinion, we have examined the following documents (together, the **Opinion Documents**):

- (a) A copy of the Company’s articles of association (*Satzung*), as in effect as of the date of this opinion (the **Articles of Association**);

Freshfields Bruckhaus Deringer LLP is a limited liability partnership registered in England and Wales at 65 Fleet Street, London EC4Y 1HS (number OC334789). It is authorised and regulated by the Solicitors Regulation Authority. For regulatory information please refer to www.freshfields.com/support/legalnotice.

- (b) A copy of an electronic excerpt (*Handelsregisterauszug*) from the Commercial Register relating to the Company dated July 22, 2020 (the **Register Excerpt**);
- (c) A copy of the registration statement (as amended, the **Registration Statement**) on Form F-1MEF filed by the Company with the Securities and Exchange Commission on July 22, 2020 (EST) pursuant to the Securities Act of 1933, as amended, incorporating by reference the contents of the registration statement on Form F-1 originally filed by the Company with the Securities and Exchange Commission on July 22, 2020 pursuant to the Securities Act of 1933, as amended, and declared effective by the Securities and Exchange Commission on July 22, 2020;
- (d) Draft copies of the minutes of the resolutions of the management board (*Vorstand*) of the Company and the supervisory board (*Aufsichtsrat*) of the Company, resolving upon the increase of the Company's share capital from the Company's authorized capital by issuing new no par value registered shares at an issuance price of EUR 1.00 per share (together the **Capital Increase Resolutions**, with said capital increase being referred to as the **Authorized Capital Increase**); and
- (e) Any such certificates, corporate records and other documents, and such matters of law, as we have deemed necessary or appropriate for the purposes of this opinion. We have not reviewed any other documents for the purposes of this opinion.

2. Assumptions

As to questions of fact material to this opinion that we did not independently establish or verify, we have relied on certificates or comparable documents of public officials and of officers and representatives of the Company.

In considering the Opinion Documents and rendering this opinion we have assumed without further inquiry:

- (a) the conformity of all copies of documents supplied to us with the relevant originals and the authenticity and completeness of all documents submitted to us whether as originals or as copies;
- (b) that all signatures on Opinion Documents are genuine signatures of those individuals from whom they purport to stem;
- (c) that Opinion Documents examined by us in draft form have been or, as the case may be, will be executed in the form of the draft examined by us by the party that in the respective draft is envisaged to so execute the respective Opinion Document, save for the proper supplementation of certain of the Opinion Documents on the basis of the maximum number and the actual number of the New Shares to be issued pursuant to the Capital Increase Resolutions (which numbers will be set after the date hereof);
- (d) that all individuals who have executed and delivered or will execute and deliver any of the Opinion Documents had or will have, at the relevant times, (i) full legal capacity (*Geschäftsfähigkeit*) and (ii) power to validly represent (*Vertretungsmacht*) the respective party (other than individuals executing, passing or delivering on behalf of the Company), in executing and delivering the relevant Opinion Document;

- (e) that none of the Opinion Documents has been or, as the case may be, will be revoked, rescinded, repealed, terminated (whether in whole or in part), amended or supplemented;
- (f) the correctness and completeness of all factual matters expressed in the Opinion Documents;
- (g) that the Register Excerpt is accurate and complete as at its date and that no changes to the facts related therein have occurred between the date the Register Excerpt was issued and the date hereof;
- (h) that the Articles of Association are true and accurate as of the date of this opinion;
- (i) that the Capital Increase Resolutions are not affected by any factual circumstance not apparent from the Opinion Documents (unless known to us); and
- (j) that no other arrangements between any of the parties to the Capital Increase Resolutions in respect of the transaction contemplated thereby or other declaration or act which modifies or supersedes any of the terms of a Capital Increase Resolution exist (unless known by us).

3. Laws Considered

The undersigned is admitted to the bar association (*Rechtsanwaltskammer*) in Hamburg, Germany, and licensed as attorney (*Rechtsanwalt*) in Germany. This opinion is, therefore, limited to matters of German law as presently in effect and applied by the German courts (including the law of the European Union to the extent it is directly applicable in Germany). We have not investigated and do not express or imply any opinion with respect to the laws of any other jurisdiction.

4. Opinion Statements

Based upon and subject to the foregoing and the qualifications set out below, we are of the opinion that:

- (a) The Company is a European stock corporation (SE) duly established and validly existing under the laws of Germany and registered with the Commercial Register under number HRB 48720.
- (b) Following the due execution of the Capital Increase Resolutions, the due execution and delivery of a subscription form by the relevant subscriber, the payment to the Company of the issuance price of EUR 1.00 per New Share and the registration of the implementation of the Authorized Capital Increase with the Commercial Register, the relevant New Shares will be validly issued to the relevant subscriber and fully paid (subject to the payment of the difference between the nominal amount and the final offer price).

5. Qualifications

The foregoing opinion statements are subject to the following qualifications:

In this opinion, concepts of German law are addressed in the English language and not in the original German terms, which may differ in their exact legal meaning. This opinion may only be relied upon under the express condition that this opinion and any issues of interpretation arising hereunder are exclusively governed by German law.

This opinion speaks of its date only, and we do not assume any obligation to update this opinion or to inform you of any changes to any of the facts or laws of other matters referred to herein. This opinion is limited to the matters addressed herein and should not be read as opinion in respect to any other matter.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the references to this firm under the caption "Legal Matters" contained in the prospectus included in the Registration Statement. In giving such 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 promulgated thereunder.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act.

Very truly yours,

/s/ Dr. Peter Versteegen

Dr. Peter Versteegen
Freshfields Bruckhaus Deringer LLP

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 March 31, 2020, with respect to the consolidated financial statements of BioNTech SE included in the Annual Report (Form 20-F) for 2019 filed with the Securities and Exchange Commission and incorporated by reference in the Registration Statement (Form F-1 No. 333-239970), as amended, and related Prospectus of BioNTech SE for the registration of its ordinary shares.

/s/ Titus Zwirner
Wirtschaftsprüfer
(German Public Auditor)

/s/ Andreas Weigel
Wirtschaftsprüfer
(German Public Auditor)

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft
Cologne, Germany
July 22, 2020

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-1 of BioNTech SE of our report dated March 2, 2020, relating to the financial statements of Neon Therapeutics, Inc., which appears in Neon Therapeutics, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019 incorporated by reference in Amendment No. 1 to the Registration Statement on Form F-1 (No 333-239970) of BioNTech SE incorporated by reference in this Registration Statement. We also consent to the reference to us under the heading "Experts" in Amendment No. 1 to the Registration Statement on Form F-1 (No 333-239970) of BioNTech SE incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts

July 22, 2020