# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

# ATYR PHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware

20-3435077

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

3545 John Hopkins Court, Suite #250 San Diego, CA 92121 (858) 731-8389

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

Sanjay S. Shukla, M.D., M.S. President and Chief Executive Officer aTyr Pharma, Inc. 3545 John Hopkins Court, Suite 250 San Diego, CA 92121 (858) 731-8389

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

Copies to:

Sean M. Clayton Alexa M. Ekman Cooley LLP 4401 Eastgate Mall San Diego, CA 92121 (858) 550-6000 Sanjay S. Shukla, M.D., M.S. President and Chief Executive Officer aTyr Pharma, Inc. 3545 John Hopkins Court, Suite 250 San Diego, CA 92121 (858) 731-8389

## From time to time after the effective date of this Registration Statement

(Approximate date of commencement of proposed sale to the public)

	If the only securities being registered on this Form are being offered pursuant to	dividend or interest reinvestment plans, please check the followi	ng
box:	: 🗆		

(1)	No. 333-258725), which was filed by the registrant on August 1. Statement"). In accordance with Rule 462(b) under the Securities Achaving a proposed maximum aggregate offering price of \$11,250,00 underwriters' option to purchase additional shares, representing no under the Prior Registration Statement. In no event will the maximum	t of 1933, as amended (the "Securities Act") 0 is hereby registered, which includes share more than 20% of the maximum aggregate m aggregate offering price of all securities ander such Registration Statements.	23, 2021 (the "Prior Registration, an additional amount of securities s issuable upon the exercise of the offering price of unsold securities		
_	No. 333-258725), which was filed by the registrant on August 1. Statement"). In accordance with Rule 462(b) under the Securities Achaving a proposed maximum aggregate offering price of \$11,250,00 underwriters' option to purchase additional shares, representing no under the Prior Registration Statement. In no event will the maximum	t of 1933, as amended (the "Securities Act") 0 is hereby registered, which includes share more than 20% of the maximum aggregate m aggregate offering price of all securities	23, 2021 (the "Prior Registration, an additional amount of securities s issuable upon the exercise of the offering price of unsold securities		
_	The registrant previously registered securities at an aggregate offering price not to exceed \$75,000,000 on a Registration Statement on Form S-3 (File No. 333-258725), which was filed by the registrant on August 11, 2021 and declared effective on August 23, 2021 (the "Prior Registration Statement"). In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), an additional amount of securities having a proposed maximum aggregate offering price of \$11,250,000 is hereby registered, which includes shares issuable upon the exercise of the underwriters' option to purchase additional shares, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. In no event will the maximum aggregate offering price of all securities issued pursuant to this Registration Statement and the Prior Registration Statement exceed that registered under such Registration Statements.				
_	Common Stock, par value \$0.001 per share	\$11,250,000	\$1,228		
new	v or revised financial accounting standards provided pursuant to Section		Amount of Registration Fee (2)		
	Large accelerated filer □  Non-accelerated filer ⊠  If an emerging growth company, indicate by check mark if the registr	Accelerated filer □ Smaller reporting con Emerging growth con ant has elected not to use the extended transi	npany 🗆		
	Indicate by check mark whether the registrant is a large accelerated five emerging growth company. See the definitions of "large accelerated finpany" in Rule 12b-2 of the Exchange Act.	iler," "accelerated filer," "smaller reporting			
add	If this Form is a post-effective amendment to a registration statement litional classes of securities pursuant to Rule 413(b) under the Securities		d to register additional securities or		
filin	If this Form is a registration statement pursuant to General Instructions with the Commission pursuant to Rule 462(e) under the Securities Ac		to that shall become effective upon		
regi	If this Form is a post-effective amendment filed pursuant to Rule 462 istration statement number of the earlier effective registration statement		wing box and list the Securities Act		
and	If this Form is filed to register additional securities for an offering pullist the Securities Act registration statement number of the earlier effect				
	, , , , , , , , , , , , , , , , , , ,	terest reinvestment plans, check the followin	g box: ⊔		

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

## EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, aTyr Pharma, Inc. (the "Registrant") is filing this Registration Statement on Form S-3 (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-3 (File No. 333-258725) (the "Prior Registration Statement"), which the Registrant filed with the Commission on August 11, 2021, and which the Commission declared effective on August 23, 2021.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate amount of securities offered by the Registrant by a proposed aggregate offering price of \$11,250,000, which includes shares that may be sold by the Registrant in the event the underwriters exercise their option to purchase additional shares of the Registrant's common stock. The additional securities 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 of unsold securities under 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 below and filed herewith or incorporated by reference herein.

#### EXHIBIT INDEX

Exhibit Number	Description
<u>5.1</u> <u>23.1</u>	Opinion of Cooley LLP (incorporated by reference to Exhibit 5.1 to the Prior Registration Statement).  Consent of Ernst & Young LLP, independent registered public accounting firm.
23.2	Consent of Cooley LLP (included in Exhibit 5.1).
<u>24.1</u>	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Prior Registration Statement).

#### **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 San Diego, State of California, on the 15th day of September, 2021.

## ATYR PHARMA, INC.

By: /s/ Sanjay S. Shukla

Sanjay S. Shukla, M.D., M.S. President and 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.

Signature	Title	Date
/s/ Sanjay S. Shukla	President, Chief Executive Officer and Director	September 15, 2021
Sanjay S. Shukla, M.D., M.S.	(Principal Executive Officer)	
/s/ Jill M. Broadfoot	Chief Financial Officer	September 15, 2021
Jill M. Broadfoot	(Principal Financial Officer and Principal Accounting Officer)	
*	Chairman of the Board of Directors	September 15, 2021
John K. Clarke		
*	Director	September 15, 2021
Timothy P. Coughlin		
*	Director	September 15, 2021
Jane A. Gross, Ph.D.		
*	Director	September 15, 2021
Svetlana Lucas, Ph.D.		
*	Director	September 15, 2021
Paul Schimmel, Ph.D.		1
*	Director	September 15, 2021
Sara Zaknoen, M.D.		2 5 7 3 3 3 3 4 5 7 5 7 5 7 5 7 5 7 5 7 5 7 5 7 5 7 5

\* By: /s/ Sanjay S. Shukla

Sanjay S. Shukla, M.D., M.S.

Attorney-in-Fact

## **Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-3 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 23, 2021, with respect to the consolidated financial statements of aTyr Pharma, Inc. incorporated by reference in the Registration Statement on Form S-3 (No. 333-258725) and related Prospectus and Prospectus Supplement of aTyr Pharma, Inc. for the registration of its common stock.

/s/ Ernst & Young LLP

San Diego, California September 15, 2021